

The logo for SIPS Education, featuring the word 'SIPS' in white on a dark blue background, with 'EDUCATION' in dark blue on a light blue background below it.

SIPS

EDUCATION

All Saints MAT Academy Trust Membership and Terms of Reference

Reviewed and Adopted: 14 September 2023
Current version as at: <DATE>

Academy Trust Membership

2023 – 2024 Academic Year

Members			
Diocese of Birmingham Education Trust			
Diocesan Board of Finance			
Archdeacon of Birmingham			
Chair of Directors			
Birmingham Diocese Area Dean of Handsworth & Central			
Trustees			
Name	Category	Appointing body	End of office
Sarah Smith	Director and St J&P Governor	Diocese	30.11.2023
Emma Tyler	Director	Diocese	08.12.2024
Dave Lyall	Director	Diocese	30.11.2023
Chris Manning	Director	Diocese	31.01.2024
Charlotte Ward Lewis	Director	Ex officio	Ex officio
Reverend Tim Bateman	Director and St Th Governor	Diocese	31.07.2024
Rowland Hopkins	Director and St J /P Governor	Diocese	19.10.2024
Rohan Bent	Director	Diocese	22.11.2024
Darren Forth	Director	Diocese	31.08.2024
Leanne Campbell	Director	Diocese	12.06.2026
Samantha Pilditch	Director	Diocese	31.10.2023
St Thomas LAB Governors (7)			
Reverend Tim Bateman	Governor	Directors	31.07.2024
Dave Lyall	Governor	Directors	30.11.2023
Emma Tyler	Governor	Directors	08.12.2024
VACANT	Governor	Directors	10.01.2027
Firuja Khanam	Parent Governor	Parents	12.01.2026
Jonny Ivey	Parent Governor	Parents	10.01.2027
Nicole Bury	Staff Governor	Staff	03.05.2027
St John's and St Peter's LAB Governors (7)			
Sarah Smith	Governor	Directors	30.11.2023
Jenny Sills	St J&P Governor	Directors	31.10.2023
Rowland Hopkins	St J&P Governor	Directors	19.10.2024
Chereece Stewart	St J&P Governor	Directors	24.04.2027
Jody Frazer	St J&P Governor	Directors	tbc
Vaibhav Deshpande	Parent Governor	Parents	
Ana Njie	Parent Governor	Parents	
Alison Longvill	St J&P Staff Governor	Staff	06.10.2024
Accounting Officer:	Charlotte Ward Lewis		
Chief Financial Officer:	Sandra Buttigeig		
Clerk to the board:	Ruth Mashiter – SIPS		
Auditors:	Crowe Ltd		

Meeting Dates 2023-2024

	Autumn Term	Spring Term	Summer Term
Trust Board (4pm)	14.09.2023 12.10.2023 14.12.2023	01.02.2024 21.03.2024	09.05.2024 11.07.2024
FRAR (4pm)	22.11.2023	28.02.2024	26.06.2024
St Thomas LAB (4.00pm)	16.11.2023	29.02.2024	20.06.2024
St J&P LAB (1.30pm)	029.11.2023	22.02.2024	13.06.2024
Admissions Committee (4pm)			
AGM	07.03.2024		

Roles and Responsibilities

Trustees must have the skills, knowledge and experience to run the academy trust. Understanding the difference roles will help ensure the trust complies with legal and contractual duties.

Members have a similar role to shareholders of a company limited by shares. They:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up

See individual trust Articles of Association for members powers.

Trustees

The trustees of the academy trust are both charity trustees and company directors. *These terms of reference refer to them as trustees. However, in some academy trusts, such as church academies, those on the board are known instead as 'directors'. In church academies, the term 'trustees' is reserved for those on the board of the separate trust owning the land.*

Board purpose

The academy trust is the legal entity with the board having collective accountability and responsibility for the academy trust and assuring itself that there is compliance with regulatory, contractual, and statutory requirements.

The academy trust board provides:

- **Strategic leadership of the academy trust:** the board defines the trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the trust's culture and sets and champions the trust strategy including determining what, if any, governance functions are delegated to the local tier.
- **Accountability and assurance:** the board has robust effective oversight of the operations and performance of the academy trust, including the provision of education, pupil welfare, overseeing and ensuring appropriate use of funding and effective financial performance and keeping their estate safe and well maintained
- **Engagement:** the board has strategic oversight of relationships with stakeholders. The board involves parents, schools and communities so that decision-making is supported by meaningful engagement.

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. Trusts should consider the features of high-quality governance as described in the trust quality descriptions. [Commissioning high-quality trusts - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/publications/commissioning-high-quality-trusts)

Academy trusts must not have de facto trustees (defined in appendix 1 of the Charities SORP) or shadow directors (defined in section 251(1) of the Companies Act 2006).

Academy Trust Handbook

The Academies Financial Handbook sets out the financial management requirements that apply to academy trusts. Academy trusts must comply with the handbook as a condition of their funding agreement. It provides an overarching framework for implementation of effective financial management and control.

[Academy Trust Handbook 2023](#)

Governance Handbook/Competency Framework for Governance

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook, which describes the following features of effective governance and will aid

compliance with the Academies Financial Handbook:

Governance Handbook October 2020

Competency Framework for Governance January 2017

Terms of Reference

The board of trustees and its committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management. Board meetings must take place at least three times a year (and business conducted only when quorate). **If the board meets less than six times a year it must describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings.**

The board has delegated functions to the committees as detailed. Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The quorum for meetings is specified in the trusts articles of association.

Committees

Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

The clerk to the board will undertake the clerking of the committees.

The committee minutes shall be included as an agenda item for consideration/information at the next meeting of the board of trustees appropriate.

All decisions made by committees with delegated powers should be reported to the next meeting of the board of trustees. If the minutes are not finalised a brief statement of the conclusions reached should be given.

The chair of the committee will be appointed at the first board of trustees/committee meeting of the academic year.

Committees will have delegated powers to approve policies as relevant to that committee.

The board cannot delegate overall responsibility for the academy trust's funds. However, it must approve a written scheme of delegation of financial powers that maintains robust internal controls.

Review of committees and delegation

The board of trustees must review the committee structure, terms of reference for each committee and the membership of each committee on an annual basis.

Virtual meeting arrangements

The board of trustees has approved the use of "virtual attendance" at meetings (approved at trust board meeting on 12/09/2022).

For full details, please refer to the Virtual Governance Policy.

Top 10 'musts' for chairs and other trustees

Personal responsibilities

- Apply highest standards of conduct and ensure robust governance, comply with charitable objects, with duties as company directors, with charity law and the funding agreement

Structures

- Ensure the board of trustees meets at least three times a year, and conducts business only when quorate
- Approve a written scheme of delegation of financial powers

Relationships

- Manage conflicts of interest, be even-handed with related parties, and ensure goods or services provided by them are at no more than cost, beyond the limits as specified in the Academies Financial Handbook

Money and oversight

- Ensure the board approves a balanced budget for the financial year and minutes their approval
- Share management accounts with the chair of trustees monthly, with the other trustees six times a year, and consider when the board meets, taking action to maintain financial viability
- Ensure decisions about executive pay follow a robust evidence-based process reflecting the individual's role and responsibilities, and that the approach to pay is transparent, proportionate and justifiable
- Appoint an audit committee (either dedicated or combined with another committee) to advise on the adequacy of the trust's controls and risks

Accountability and audit

- Submit audited accounts to ESFA by 31 December
- Ensure an appropriate, reasonable and timely response to findings by auditors, taking opportunities to strengthen financial management and control

Personnel Committee

The committee has responsibility delegated by the board of trustees for hearing:	
<ul style="list-style-type: none">➤ Staff grievance and discipline (in line with school policies)➤ Staff dismissal, redundancy and redeployment➤ Staff capability/management of absence	
Membership	
<ul style="list-style-type: none">• To be made up of members who have no awareness of the original incident and are not known personally to the member of staff	
Minimum of three members required	
Chair of Committee	To be elected at each meeting

Clerk	SIPS
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Pupil Discipline Committee

The committee has responsibility delegated by the board of trustees to:	
Consider and decide on the reinstatement of a suspended or permanently excluded pupil within 15 school days of receiving notice of a suspension or permanent exclusion from the headteacher if:	
<ul style="list-style-type: none"> ➤ • it is a permanent exclusion; ➤ • it is a suspension which would bring the pupil's total number of school days out of school to more than 15 in a term; or ➤ • it would result in the pupil missing a public examination or national curriculum test ➤ Receive and consider any representations lodged by parents of pupils who have been suspended or permanently excluded. ➤ Comply with exclusion procedures in accordance with DfE and ESFA guidance 	
Any item referred by the board of trustees	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents or pupils 	
Minimum of three members required	
Chair of Committee	To be elected at each meeting
Clerk	SIPS

Complaints Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ At the relevant stage hear any complaint made under the school complaints procedures 	
Any item referred by the board of trustees	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the complainant 	
Minimum of three members required	
Chair of Committee	To be elected at each meeting
Clerk	SIPS

Appeals Committee

The committee has responsibility delegated by the board of trustees for hearing appeals with regard to:

- Pay
- Redundancy
- Staff grievance
- Leave of absence – if appropriate
- Staff dismissal
- Any Item referred by the full governing board

When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the appellant

Minimum of three members required

Chair of Committee	To be elected at each meeting
Clerk	SIPS

Pay Committee

The committee has responsibility delegated by the board of trustees to:

- Undertake functions in relation to appraisal and pay progression as determined in the pay policy
- ensure that decisions about levels of executive pay (including salary and any other benefits) follow a robust evidence-based process and are a reasonable and defensible reflection of the individual's role and responsibilities. The board must discharge its responsibilities effectively, ensuring its approach to pay and benefits is transparent, proportionate and justifiable.

Committee to meet once per year in the autumn term

Membership

1. Sarah Smith
2. Emma Tyler
3. Tim Bateman

Minimum of three members required.

Chair of Committee	
Clerk	

Head Teacher Appraisal

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ Meet the external advisor to discuss the Head Teacher's performance targets ➤ Decide whether targets have been met and set new targets annually ➤ Recommend pay progression to the relevant committee and in accordance with the pay policy ➤ Undertake mid-year monitoring of the Head Teacher's performance against targets 	
Membership	
<ol style="list-style-type: none"> 1. Sarah Smith 2. Emma Tyler 3. Tim Bateman 	
Minimum of two members required	
Chair of Committee	
Clerk	N/A

Selection Panel

The panel has responsibility delegated by the board of trustees for the:	
<ul style="list-style-type: none"> ➤ Selection of the head teacher and deputy head teacher (Guidance on this process will be provided by your school improvement partner) 	
The appointment must always be ratified by the board of trustees	
Membership	
<ol style="list-style-type: none"> 1. 2. 3. 	
Minimum number of members as per appointment of staff delegations. All members must be available at all stages of the process	
Chair of Committee	To be elected at each meeting
Clerk	SIPS

Finance, Resources, Audit and Risk Committee

The committee has responsibility delegated by the board of trustees to:	
Finance:	
<ul style="list-style-type: none"> ➤ Review/approve all policies relevant to finance and roles of the committee. ➤ Approve the annual budget and present it to the board of trustees for ratification. ➤ Approve the budget forecast return outturn (BFRO) and present it to the board of trustees for ratification. ➤ Approve the three-year budget forecast return (BFR3Y) and present it to the board of trustees for ratification. ➤ Receive and review management accounts. 	

- Ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure.
- Select key financial performance indicators and measure its performance against them regularly, including analysis in its annual trustees' report as explained in the Accounts Direction.
- Ensure that any investment risks are properly managed.
- Approve expenditure and virements of sums over £20,000 for each school and £40,000 for purchases across the MAT. Sums below that amount are delegated to the Head Teacher/Principal. Sums above £50,000 must have full Board approval.
- Assess the financial progress towards achieving the objectives in the school improvement plan.
- Review and approve a written scheme of delegation of financial powers that maintains robust internal controls.
- Publish on trust's website the number of employees whose benefits exceeded £100k, in £10k bandings. The document outlining executive pay levels could be prepared in tandem with the annual report and accounts, and shared with Trustees prior to the accounts and this document being published on the Trust's website.
- Have oversight/approval of special staff severance payments inline with internal financial responsibility

Procurement

- Ensure that spending has been for the purpose intended and there is probity in the use of public funds.
- Ensure spending decisions represent value for money.
- Ensure internal delegation levels exist and are applied.
- Ensure competitive tendering policy is in place and applied, and the procurement rules and thresholds in the Public Contracts Regulations 2015 and Find a Tender service are observed.
- Ensure requirements for the tendering process are followed and comply with the EU Procurement Threshold including tender limits for supplies and services and works.
- Ensure professional advice is obtained where appropriate.
- Ensure requirements for managing related party transactions are applied across the trust.
- Ensure that 'at cost' requirements are adhered to.
- Review of leases and contracts.
- Obtain quotations with a view to placing contracts/orders, once the relevant committee has drawn up a specification.

Audit and Risk:

Internal Scrutiny

The committee must

Oversee and approve the trusts programme of internal scrutiny, ensure that risks are being addressed appropriately through internal scrutiny and report to the board on the adequacy of the trusts internal control framework, including financial and non financial controls and management of risks.

The committee must:

- agree a programme of work annually to deliver internal scrutiny that provides coverage across the year, agree who will perform the work and consider their reports and the trust's progress in addressing recommendations
- review the ratings and responses on the risk register to inform the programme of work
- have access to the external auditor, as well as their internal scrutineers.

Oversight must ensure information submitted to DfE and ESFA that affects funding is accurate and complies with funding criteria.

Whilst the audit and risk committee is responsible for overseeing the internal scrutiny, the findings must also be made available to all trustees promptly.

Internal scrutiny must:

- be independent and objective – for example it must not be performed by members of the senior leadership or finance team
- be conducted by someone suitably qualified and experienced and able to draw on technical expertise, as required
- be timely, with the programme of work spread appropriately over the year so higher risk areas are reviewed in good time
- include regular updates to the audit and risk committee by the internal scrutineer(s) carrying out the programme of work, incorporating:
 1. a report of the work to each audit and risk committee meeting
 2. an annual summary report to the audit and risk committee for each year ended 31 August outlining the areas reviewed, key findings, recommendations and conclusions, to help the committee consider actions and assess year on year progress.

The trust must submit its internal scrutiny summary report to ESFA by 31 December each year when it submits its audited annual accounts. The trust must also provide ESFA with any other internal scrutiny reports, if requested

Trusts must manage and oversee assets, and maintain a fixed asset register, the review of the fixed asset register can be delegated to the committee.

External Audit

Academy trusts must appoint an auditor to give an opinion on whether their annual accounts present a true and fair view of the trust's financial performance and position (appointment being by the members, other than where the Companies Act permits the trustees to appoint) and, as reporting accountant, provide a regularity assurance conclusion. Trusts should retender their external audit contract at least every five years.

The audited report and accounts must be:

- submitted to ESFA by 31 December
- published on the trust's website by 31 January
- filed with Companies House by 31 May
- provided to every member and to anyone who requests a copy.

The committee must :

- Review the external auditors plan each year
- Review the annual report and accounts
- Review the auditors findings and actions taken by the trusts managers in response to those findings
- Assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor's reappointment or dismissal or retendering.
- Report the committee's conclusions annually to the board of trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration.

Any item referred by the board of trustees***Any item referred by the board of trustees***

Membership

1. Chris Manning
2. Sarah Smith
3. Darren Forth
4. Rohan Bent
5. Charlotte Ward Lewis - Accounting Officer IN ATTENDANCE
6. Sandra Buttigieg - Chief Finance Officer IN ATTENDANCE

(Employees of the trust should not be audit committee members. Where the audit committee is combined with another committee, employees should not participate as members when audit matters are discussed)

Quorum as per articles of association –Minimum of three members required

Chair of Committee	
Clerk	

Local Academy Boards

The committee has responsibility delegated by the board of trustees to:

- Champion the MAT vision and values
- Monitor the use of school budget against outcomes / school improvement plan / national benchmarks (termly)
- Conduct school visits (termly)
- Review the SCR (termly)
- Receive termly HT report and challenge school leaders on progress towards Trust set targets for outcomes
- Oversee the quality of education / experience of pupils at the school (termly)
- Monitor behaviour and attendance
- Oversee premises, Health and Safety
- Consider Pupil Exclusions (when required)
- Oversee website compliance (annually)
- Hold school leaders to account (termly)
- Ensure MAT policies are used and applied, particularly for SEND, Safeguarding, pupil premium, sports premium
- Review the individual academy risk register (at least annually – termly better)
- Consider parental complaints in line with policy (as and when)
- Support in the appointment of new Senior Leader (usually just the chair)

Any item referred by the board of trustees

St Thomas LAB Membership

1. Emma Tyler
2. Dave Lyall
3. Reverend Tim Bateman
4. VACANT
5. Firuja Khanam (Parent)
6. Jonny Ivey (Parent)
7. Nicole Bury (Staff)

Minimum of three governors

In attendance: Carol Gibson, Luke Moss, Adamo Cipollaro and Jenny Barker

Chair of Committee	
Clerk	SIPS
St John's and Peter's LAB Membership	
<ol style="list-style-type: none"> 1. Sarah Smith 2. Jenny Sills 3. Chereece Stewart 4. Rohan Bent 5. Jody Frazer 6. Ana Njie (Parent) 7. Vaibhav Deshpande (Parent) 8. Alison Longvill (Staff) <p>Minimum of three governors</p> <p>In attendance: Nilam Hullait, Jake Bateson, Adam Cipollaro and Jenny Barker</p>	
Chair of Committee	
Clerk	SIPS

Admissions Committee

The committee has responsibility delegated by the board of trustees to:	
<ul style="list-style-type: none"> ➤ Reviewing in-year applications to determine available spaces. ➤ Reviewing the applicants and their spaces on the waiting list. ➤ Reviewing and deciding the offer of places to applicants without prejudice to efficient education. <p>Any item referred by the board of trustees</p>	
Membership	
<ul style="list-style-type: none"> • To be made up of members who have no awareness of the original incident and are not known personally to the appellant parents or pupils <ol style="list-style-type: none"> 1. David Lyall 2. Chris Manning 3. Rowland Hopkins 4. Tim Bateman 5. Emma Tyler <p>Minimum of three members required</p>	
Chair of Committee	To be elected at each meeting
Clerk	SIPS

Annual General Meeting

The AGM must be held annually to:	
<ul style="list-style-type: none"> ➤ Approve annual report and financial statement for submission to ESFA. ➤ Appoint auditors for next financial year. ➤ Propose amendments to articles of association (if applicable). ➤ Appointment/retirement of members (if applicable). ➤ Consider the appointment of trustees (if applicable). 	
Membership	
As per articles of association	
Chair	
Clerk	SIPS

Special Responsibility Governors

Roles	St Thomas	St John's & St Peter's
Safeguarding/Child Protection trustee *	Emma Tyler	Sarah Smith
SEND trustee	Dave Lyall	Sarah Williams
Health and Safety trustee	Emma Tyler	Sarah Smith
Safer Recruitment trustee	Sarah Smith	Sarah Smith
Training trustee	Leanne Campbell	Leanne Campbell
Mental Health & Well-Being	Tim Bateman	Tim Bateman
Website compliance	Dave Lyall	
Trust		
Whistleblowing trustee	Sarah Smith	
Filtering and Monitoring Trustee (if not inc. In the safeguarding role)		

**In accordance with Keeping Children Safe in Education 2021 'Governing bodies and proprietors should have a senior board level (or equivalent) lead to take leadership responsibility for their schools or college's safeguarding arrangements.' The DfE have confirmed that this can be a member of staff, but that person must be a member of the board as well (for example, the headteacher or a staff governor) and that this must be a separate person from the DSL, in order to ensure there is sufficient challenge to the organisation's safeguarding arrangements and performance.*

*** In accordance with the Academies Trust Handbook 2023 'The trust should appoint at least one trustee and one member of staff who other staff can contact to report concerns.'*

Items Delegated to an Individual(s)

Delegation of expenditure and virements

That sums below £20,000 be delegated to the head teacher/principal.

Disposal of surplus stock

Delegated to Head Teacher/Principal with the approval of the chair of the board of trustees.

Delegation of Suspension

That suspension be delegated to the chair of the board of trustees in instances where the head teacher/principal is the person in question or involved in the case. That the chair of the board of trustees be given delegated powers to lift the suspension after taking advice from Human Resources or any other organisation providing the service to the school.

Approval for Expenditure

The chair of the board of trustees or chair of the Finance, Resources, Audit and Risk committee be given approval for expenditure above the set limit prior to the next committee meeting – **only in cases of emergency**

Appointment of Staff (ensure no appointment is carried out by one person alone)

Appointing headteachers and deputy headteachers

The board of trustees has legal responsibility for selecting a headteacher, according to article 107 of the Department for Education's [model articles of association](#). In multi-academy trusts (MATs), some responsibility may be delegated to local governing bodies (LGBs) in individual schools. Check the trusts articles of association and scheme of delegation.

Appointing other members of staff

Academy trusts are free to decide which staffing functions they want to delegate. They **must** record this in their scheme of delegation (see page 90 of the [Governance Handbook](#)).

Multi Academy Trusts

It's unlikely trustees would be involved in the appointment of any members of staff under the headteacher or deputy head.

The exception might be if there are any special circumstances, such as Ofsted placing the academy in special measures and then recruiting a member of the SLT.

Outlined below are the agreed delegations in line with the scheme of delegation:

Lunchtime/Cleaning/Administration Support Staff	<ul style="list-style-type: none"> • Senior Leader • Head of Operations
Educational Support Staff	<ul style="list-style-type: none"> • Executive Headteacher • Head of Operations • 1 other
Business Manager	<ul style="list-style-type: none"> • Executive Headteacher • 2 trustees
Teaching Staff	<ul style="list-style-type: none"> • 2 Senior Leadership staff • 1 trustee
Senior Management Team* <i>* Head Teacher and Deputy Head Teacher appointments must be ratified by the relevant body.</i>	<ul style="list-style-type: none"> • Senior Leader • 2 Trustees