Terms of Reference for the Trust Board

Last Reviewed	09/07/2026
Next Review	11/07/2028
TCAT Lead	MS

TRUST BOARD

The Challenge Academy Trust TCAT (the Trust)

Committee Terms of Reference

Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Board**) who have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established main Board committees which are established to deal with Trust-wide matters such as audit, finance, pay and performance management (**Committees)**.

The Board will review these Terms of References together with the membership of the Committees at least once every 2 years.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

Date last approved by the Board: **09/07/2026**

Date for next review: **July 2028**

1 Establishing the Committees

1.1 The Board has resolved to establish the following Board Committees as committees of the Board:

1.1.1 Audit and Risk committee

1.1.2 Quality and Standards

1.1.3 Safeguarding Committee

1.1.4 Finance, HR and Operations Committee

1.1.5 Remuneration committee

2 Membership - Board Committees

2.1 Each Board Committee shall have a minimum of three members and maximum of ten members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).

2.2 The Board will appoint and remove all Committee members.

2.3 The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.

2.4 The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.

2.5 The Trustees recognise the overriding principles of the Academy Trust Handbook - Guidance - GOV.UK (www.gov.uk) published by the EFA (the **AH**) and that the Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Risk Committee the Board will adhere to the principles of the AH and:

2.5.1 staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and

2.5.2 the Trust's CEO and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

3 Chairs of Committees

3.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee (as appropriate).

3.2 Each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.

3.3 No person may act as Chair if they are an employee of the Trust.

4 Authority, remit and responsibilities of the Committees

4.1 Each Committee shall be responsible for the matters as set out in Appendix 2.

4.2 Each Committee is authorised by the Board to:

4.2.1 carry on any activity authorised by these Terms of Reference; and

4.2.2 seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.

4.3 Save with the consent of the Board, the Committees may not establish sub-committees.

5 Proceedings of Committee meetings

5.1 The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

5.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

5.3 The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.

5.4 The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.

5.5 Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.

5.6 Each Committee member present in person shall be entitled to one vote.

5.7 Where there is an equal division of votes the Chair shall have a casting vote.

5.8 A register of attendance shall be kept for each Committee meeting and published annually.

5.9 Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

6 Conduct of Committee members

6.1 All Committee members shall observe at all times the provisions of the Trust’s code of governance.

7 Members' Interests

7.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.

7.2 Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:

7.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;

7.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or

7.2.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

8 Disqualification & Removal of Committee Members

8.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

8.1.1 is or becomes disqualified from holding office under the Trust's Articles of Association;

8.1.2 is or becomes disqualified from holding office as a governor of a school or academy;

8.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;

8.1.4 is barred from any regulated activity relating to children;

8.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated, and the sequestration has not been discharged, annulled or reduced;

8.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);

8.1.7 has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;

8.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

8.1.9 commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;

8.1.10 resigns his/her office by notice in writing to the relevant Chair;

9 Reporting Procedures

9.1 Within 14 days of each meeting each Committee will:

9.1.1 produce and agree minutes of its meetings;

9.1.2 **report t**o the Trust Board as appropriate.

9.2 The Committee minutes can be agreed by committee members by email.

9.3 The Committee minutes will be sent to the Board of each Committee meeting for review.

9.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

9.5 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

Appendix 1

The Register of Trust and Committee Members will be held on GovernorHub and reviewed regularly by the Trust board.

Appendix 2

Powers & Functions Delegated

1. Remit and Responsibilities of the Audit & Risk Committee

The powers and functions delegated by the Board to the Audit & Risk Committee are as set out below.

The Audit & Risk Committee shall have a minimum of three members and maximum of ten members. The majority of the Committee members must be Trustees. The quorum will be a minimum of two Trustees.

External Audit

1 To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.

2 To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.

3 To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.

4 To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.

5 To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.

6 To review the performance of the external auditor on an annual basis.

7 To recommend to the Board the appointment/re-appointment of the external auditor.

8 To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

9 To review the Trust's progress in meeting the 6-core digital and technology standards by 2030, including the review of broadband internet, networking switching, wireless network, cyber security, filtering and monitoring and digital leadership and governance.

Internal Audit

10 To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.

11 To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.

12 To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

Financial Management & Policies

13 To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Board, paying particular attention to:

- critical accounting policies and practices, and any changes in them
- decisions requiring a major element of judgement
- the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
- the clarity and transparency of disclosures
- significant adjustments resulting from the audit
- the going concern assumption
- compliance with accounting standards
- compliance with DfE and legal requirements.

14 To review the Trust's policy and procedures for handling allegations from whistleblowers.

15 To review the Trust's policies and procedures for handling allegations of fraud, money laundering, bribery and corruption.

16 To receive reports on the outcome of investigations of suspected or alleged impropriety.

17 To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.

18 To ensure that any significant losses are investigated and reported to the DfE/EFA where required.

19 To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.

20 To review the adequacy and robustness of risk registers.

21 To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (e.g. from the National Audit Office).

22 To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.

23 To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

General

24 To review or investigate any other matters referred to the Audit & Risk Committee by the Board.

25 To draw any significant recommendations and matters of concern to the attention of the Board.

2. Responsibilities of the Quality and Standards Committee

The powers and functions delegated by the Board to the Quality and Standards Committee are as set out below.

The Quality and Standards Committee shall have a minimum of three members and maximum of ten members. The majority of the Committee members must be Trustees. The quorum will be a minimum of two Trustees.

Targets

1 Recommending to the Trust Board for approval the educational targets of the Academies within the Scorecard

Review

2 Considering and evaluating performance of the Academies against KPIs set by the Central Executive Team ("CET") in line with the Scorecard (in consultation with the relevant Local Governing Challenge Board) in relation to academics and other matters.

3 Working with CET in holding each academy's leadership to account for academic performance, quality of care and quality of provision.

4 Monitoring the overall effectiveness and efficiency of leadership and management at the Academies.

5 Considering and evaluating the effective use of the Pupil Premium funding by the Academies.

6 Receiving reports on the quality of teaching and learning and making recommendations to the Trust Board.

7 Commenting and advising on the self-evaluation process and the areas for improvement with particular regard to outcomes and success criteria.

8 Considering the aims and priorities for raising standards of achievement in each of the Academies' strategic plans.

9 Monitoring the overall effectiveness of safeguarding arrangements across the Trust through (i) receipt of regular reports and (ii) oversight of the Safeguarding Panel.

Curriculum Issues & Other Matters

10 Considering and determining all curriculum issues, including advising the relevant Principal/Headteacher on each Academies' written statement of the curriculum policy.

11 Receiving reports from the Principals/Headteachers and review student attendance, exclusions, punctuality and disciplinary matters for each Academy.

12 Ensuring that the legal requirements for children with special needs are met and that they are given support for learning.

13 Ensuring that each Academy fulfils its legal requirement to publish information about their Academy's performance and curriculum.

Policies & Training

14 Receiving and considering revisions to policies which relate directly to the work of this Committee including but not limited to special educational needs, safeguarding, support for learning, gifted and talented students, spiritual, moral and cultural development, attendance, punctuality, behaviour, healthy schools, rewards and sanctions, home-school agreements, uniform, homework, educational visits, equal opportunities, sex and relationships and drug awareness education.

15 Working on behalf of the Trust Board to ensure each Academy complies with its commitment to training for all personnel.

Stakeholder Engagement

16 The Trust will monitor that the local academies are promoting partnership working between parents / carers and the academies to promote high standards of attendance, behaviour and learning by students.

17 The Trust will monitor that the Local Governing Challenge Boards are undertaking consultation with students, parents / carers and other stakeholders as part of a programme of regular self-evaluation by the Academies to assess its performance against its stated aims and objectives.

18 The Trust Board will monitor that the Local Governing Challenge Boards are ensuring that such feedback is used to support the development of best practice and to promote the quality of the overall student experience.

General

19 Reviewing or investigating any other matters referred to the Committee by the Trust Board.

20 Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

3. Remit and Responsibilities of the Safeguarding Committee

1 The panel shall have a minimum of three members and maximum of five members. The majority of the members must be Trustees. The quorum will be a minimum of two Trustees.

2 The panel will meet once per term to consider the following standing items:

3 Safeguarding Quality Assurance processes for academies

4 Policy changes and implementation

5 Training and CPD

6 Safeguarding Data across TCAT

7 Monitoring of DBS checks

8 Presenting Safeguarding Issues

Targets:

9 The Committee will be responsible for the quality assurance of Trust safeguarding policy, procedures and processes.

10 Provide strategic oversight of safeguarding across the trust and promote a strong safegu arding culture in every academy and setting.
Ensure there is a senior board level lead for safeguarding and that roles/responsibilities are clear at trust and local tier.

Policies and Training:

11 The committee will receive and consider revisions of policies which relate directly to the work of this committee. The Committee will also maintain a policy review schedule; confirm policies, procedures and training that comply with KCSIE and relevant law and are up to date.

12 The Committee will work on behalf of the Trust Board to ensure each Academy and setting complies with its commitment to training for all personnel.

Monitoring and assurance

13 Receive and scrutinise regular DSL/trust safeguarding reports (without identifying pupils) covering incidents, referrals, early help, trends and outcomes, including online safety data.

14 Use data (broken down by pupil groups) and findings from audits/external reviews to identify risks, disproportionality and areas for improvement, and track actions.

15 Gain assurance on the single central record (pre-appointment checks) being maintained correctly in each academy and that safer recruitment training is undertaken where required.

General:

16 Report key assurances, risks and recommended actions to the full trust board, highlighting compliance with KCSIE.

17 Draw on any significant recommendations and matters of concern to the attention of the Trust Board.

4. Remit and Responsibilities of the Finance, HR and Operations Committee

The powers and functions delegated by the Board to the HR, Finance & Operations Committee are as set out below.

The Finance, HR and Operations Committee shall have a minimum of three members and maximum of ten members. The majority of the Committee members must be Trustees. The quorum will be a minimum of two Trustees.

Funding

1 To consider each of the Academies indicative funding, notified annually by the DfE/EFA and to assess its implications for the relevant Academy. This will be in consultation with the Chief Finance Officer, together with the Principal and the Business Manager of the relevant Academy, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.

2 To consider and recommend acceptance or non-acceptance of the Academies budgets each financial year.

Budgeting

3 To contribute to the formulation of the Academies strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant the Principal and the Business Manager and with the stated and agreed aims and objectives of the relevant Academy.

4 To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Academies' strategic plans.

5 To liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters being considered by them.

6 To consider the spending plans of other committees and report back and advise the Board.

7 To delegate the day-to-day management of the approved budget to the relevant Headteacher/Principal, within agreed authorisation limits.

8 To consider requests for supplementary expenditure and make appropriate recommendations to the Board.

9 To consider and act upon matters not covered by other committees.

10 To review financial policy including consideration of long-term planning and resourcing in accordance with each of the Academies' development plans.

Expenditure

11 To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Academies, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Board.

Financial Procedures

12 To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.

13 To prepare the financial statement to form part of the annual report of the Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH)

Health & Safety

14 To receive each term the relevant Principal's Health and Safety report and advise as necessary.

15 To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

Asset Management

16 To receive reports from the relevant Principal on the management of assets including premises and their security.

17 To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy.

Property Management

18 To determine the use of the Academies premises and grounds outside Academies sessions with regard to the lettings and charging policy.

19 To ensure that the Academies premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.

20 To ensure the responsibilities of the Board under the Environmental Protection Act are met.

21 To advise the Board on environmental issues to ensure the Academies are acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

Pay and Personnel

22 To prepare and submit recommendations for the adoption by the Trust Board of:
- an appraisal [policy/performance management]; and
- a pay policy for the Academies

23 To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Academies To advise on the strategic planning of human resources.

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Staff Grievances

25 To consider staff grievances where there is a referral under the grievance procedure adopted by the Board. A panel comprised of members of the Committee will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the adopted procedure.

Staff Discipline/Dismissals

26 Under the disciplinary or capability procedures for the Principal adopted by the Trust Board, to consider formal action against the CEO and for a panel comprised of members of the Committee to make a determination as provided for under either procedure. The Committee will be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.

5. Remit and Responsibilities of the Remuneration Committee

1 To ensure a consistent approach to appraisal and benchmarking of proposed pay awards has taken place

2 To observe all statutory and contractual obligations for staff

3 To keep abreast of relevant developments and to advise the Trust Board when the Trust Pay Policy needs to be revised

4 To receive the pay recommendations of the Chief Executive with regards to senior staff with a significant or full time Trust wide role

5 To receive pay decisions regarding members of the Central Executive Team from the Chief Executive

6 To nominate up to three Trustees to conduct the Chief Executive's performance review

7 To receive the pay recommendation for the Chief Executive from the Chief Executive Pay Review Panel

8 To nominate a sub-Committee of three to hear appeals from a Headteacher/Principal with regard to a Local Governing Challenge Board pay decision

Attendance

9 The Chief Executive will attend but withdraw as appropriate. The HR advisor will attend as required

Procedure for Reviewing Performance and Setting Trust Senior Staff Salaries

10 Each Local Governing Challenge Board will conduct the review/appraisal of the relevant Headteacher/Principal via a Headteacher/Principal Review Panel.

11 Where an academy is judged to be less than Good and/or it is deemed to have financial difficulties the Trust will nominate a member of the Central Executive Team and/or a member of the Remuneration Committee to sit on the relevant Review Panel.

12 Following the review, the Panel will determine, where appropriate, that the Headteacher/Principal moves up on their pay scale. The Headteacher/Principal's pay rate will then be endorsed by the Remuneration Committee. The Review Panel can also determine whether the pay range should be amended to take into account changing demands within the role.

13 Where a Headteacher/Principal reaches the top of their pay range and the LGCB recommends a review of the pay range, the Remuneration Committee will review the request taking into account existing responsibilities and affordability.

14 The Chief Executive Officer's performance review will be conducted by a panel consisting of representatives the Local Governing Challenge Board and the Trust Board Remuneration Committee. This panel will also set the CEO's salary. The CEO's salary would then be endorsed by the Trust Board Remuneration Committee.

15 Where a member of the CET has a significant cross-trust responsibility the Trust at least one target set and reviewed will be related to their cross-trust role and a member of the CET and/or Remuneration Committee will attend their review meeting.

16 Where a member of the CET has a significant cross-trust responsibility the Remuneration Committee has the discretion to adjust the salary for the proportion of work dedicated to the cross-trust responsibility. The CEO will advise the Remuneration Committee on any additionality. For example, where 25% of a colleague's work is dedicated to cross –trust responsibilities the Remuneration Committee can determine the salary for this proportion of work.

17 Any costs over and above the Local Governing Challenge Board agreed salary would be met from central Trust funds.

18 Staff who are centrally employed by the Trust will have their reviews conducted by the Chief Executive Officer who may in turn delegate this responsibility to another appropriate line manager. Salaries for these colleagues will be set by the CEO and endorsed by the Remuneration Committee.