



Sheldwich Primary School and Little Hedgehogs Pre-School

Terms of Reference 2024-5 for Members, Trustee Board and Committees

The Members and Board of Trustees will operate at all times in accordance with the requirements of the Education Act, the School Governance Regulations, DfE GAG Funding for Academy Schools and all other relevant legislation, and will review the Terms of Reference once a year.

These documents were agreed by the Board of Trustees at their meeting held in Term 1 2024

Review Date: September 2025

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Members' Terms of Reference

All Members of the Sheldwich Primary School Trust share equally with the other Members the responsibility of being 'guardians' of the governance of the Trust. Whilst the Trustees will manage the business of the Trust and exercise all the powers of the Trust on a day-to-day basis, the Trustees are ultimately accountable to The Members for this. There is a distinct separation between the Trust's Members' Board and The Trust Board. The Members' role is discrete and one of oversight.

Members' Guarantee

The Trust is a company limited by guarantee. That 'guarantee' is that each of the Members agrees to pay £10 each to any creditors of the Trust in the event that the Trust was wound up and the Trust's assets did not meet all of its liabilities.

Membership, Meetings and Voting

The Trust's Members' Board consists of a minimum of three Members.

The Members will meet as required, but at least once a year.

The Chair for each meeting will be decided by the Members present.

With Member voting, the approval by at least 75% of the Members is required for special resolutions, whereas ordinary resolutions require a simple majority.

Meetings will be minuted by The Clerk.

Responsibilities, Specific Powers and Expectations

- To be 'guardian' of the Trust by safeguarding and promoting the values and ethos of the Trust
- Hold the Trust Board to account for the effective governance of the Trust and ensure that the Trustees are carrying out their core governance functions and performing well
- To review and amend the Articles of Association of The Trust
- To change the name of the Trust
- To change the structure of the Trust Board
- To appoint (and where necessary remove) one or more Trustees to the Trust Board
- To appoint (and where necessary remove) new Members when required
- To pass a resolution to wind up the Trust
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust
- Act in the best interests of the Trust
- To undertake any necessary training to enable effective governance
- Follow the Seven Principles of Public Life (referred to as 'The Nolan Principles' - see Annex 1)

Members as at 1 st June 2021	
1	David Milham
2	Juliet Flynn
3	Alister Golesworthy
4	Richard Macey
5	Frank Stoddart



Trustee Board Terms of Reference

Sheldwich Primary School is a company limited by guarantee and an exempt charity. Trustees are subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State agrees with them. The Trustees must act in accordance with the law, Articles of Association and Funding Agreement. Particular regard must be given to the Academies Financial Handbook and Keeping Children Safe in Education.

Membership, Meetings and Voting

The Trust's Board consist of Trustees appointed in accordance with The Articles of Association.

- Up to eight Trustees appointed by the Members
- Up to three Co-opted Trustees appointed by the Board of Trustees
- Two Staff Trustees elected by other members of staff
- A minimum of two and maximum of four Parent Trustees elected by other parents
- The Headteacher
- Up to one LA Trustee if appointed by the LA
- Any additional Trustees appointed by the Secretary of State

The Board of Trustees will meet at least four times a year and usually in Term 1, Term 3, Term 5 and Term 6.

The Chair and Vice Chair will be elected by the Board of Trustees and stand for a two year term of office.

Meetings will be quorate when there are three trustees, or where greater, any third (rounded up) of total Trustees are present.

Voting is by a simple majority.

Meetings will be minuted by The Clerk.

The Chair and Headteacher will be responsible for drawing up the agenda.

Each Trustee must sit on either the Education Committee or the Finance and Resources Committee or both.

Responsibilities, Specific Powers and Expectations

The four core functions of the Board are:

1. To ensure the clarity of vision, ethos and strategic direction
2. To hold the executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
3. To oversee the financial performance of the organisation and ensure that its money is well spent
4. To ensure the voices of stakeholders are heard

Sheldwich Primary School's Trust Board discharges its responsibilities through committees where possible as detailed in the Terms of Reference. There are some powers and duties that will not be delegated in this way and will be voted on by the full Board of Trustees:

- Appoint (or remove) the Chair and Vice Chair
- Appoint (or dismiss) the Clerk
- Appoint a designated SEND Trustee and Safeguarding Trustee
- Appoint two members of the committee to conduct the Headteacher's appraisal annually
- Decide which functions of the Board of Trustees will be delegated
- Ensure the Headteacher provides reports as requested by the Trust to enable it to undertake its role

- The appointment of the Headteacher or Assistant Headteacher
- Approve of the Annual Financial Accounts and report.
- Approve the budget plan on an annual basis.
- Approve limits to settlement claims in tribunals as required by the academy solicitors.
- Approval of the School Plan.
- Set up other committees and decide on members as required such as Grievance, Appeals and special projects.
- Monitor risk through the oversight of the risk register.
- Agree the board committee structure and the appropriate terms of reference.
- Promote high standards of Health and Safety throughout the academy.
- Ensure adequate insurances are in place.
- Undertake governance reviews.
- To appoint committee chairs and vice chairs
- To undertake any necessary training to enable effective governance
- Follow the Seven Principles of Public Life (referred to as 'The Nolan Principles' - see Annex 1)

Trustees as at 1 st September 2024		Trustee	End of Term
1	David Milham (Chair to Oct 2024)	Co-opted Trustee	September 2024
2	Sarah Garrett	Headteacher	n/a
3	Annabel du Plessis	Parent Trustee	December 2024
4	Andrew Woods	Parent Trustee	January 2028
5	Mike Lee	Member appointed trustee	January 2025
6	Charlotte Lay	Staff Trustee	July 2026
7	Rachel Fairs	Staff Trustee	September 2025
8	Scot Greathead	Parent Trustee	November 2025
9	Sarah Paice	Parent Trustee	July 2028
10	Alan Brookes	Co-opted Trustee	March 2026
11	Karen Leigh	Member appointed trustee	September 2027
12	Lindsay Dale	Member appointed trustee	October 2027
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Education Committee Terms of Reference

The remit of the Education Committee is to exercise powers and responsibilities in respect of curriculum matters and monitoring teaching standards. The committee will ensure that there is a culture of being a learning organisation and that safeguarding is placed at the heart of everything that is done.

Membership, Meetings and Voting

The committee must consist of at least three Trustees.

Meetings will take place at least three times a year but usually in Term 2, Term 4 and Term 6.

The Chair of the committee will be elected by the Education Committee and approved by the Board of Trustees.

Meetings will be quorate when there are three trustees present.

Voting is by a simple majority.

Meetings will be minuted by The Clerk.

The Chair of the committee and Headteacher will be responsible for drawing up the agenda.

Responsibilities, Specific Powers and Expectations

- Monitor and evaluate the scope of the curriculum ensuring it is broad, balanced, ambitious and relevant to the needs of the pupils.
- To ensure an inclusive environment for all children so that they can reach their full potential.
- Monitor and report to the Board of Trustees the progress and attainment of pupils through internal and external data.
- Monitor and evaluate pupil transition to their next year group or next setting.
- Be aware of and monitor the delivery of the relevant School Plan objectives.
- Review and approve policies that relate to the curriculum and assessment.
- Arrange for a Trustee(s) to meet with curriculum leaders within school to report on and gain an understanding of the scope of the target and activities the school is conducting to achieve success.
- Conduct a Safeguarding formal visit annually and report to Trustees' Board.
- Monitor Safeguarding, Inclusion and Data Protection and promote high standards in all these areas.
- Monitor exclusions.
- Monitor pupils' attendance data.
- Ensure there is a robust and effective Performance Management process for all staff in the Trust.
- To monitor well-being of all members of the school community.
- To undertake any necessary training to enable effective governance.
- Follow the Seven Principles of Public Life (referred to as 'The Nolan Principles' - see Annex 1)

Education Committee as at 1 st September 2024	
1	Lindsay Dale (Chair)
2	Sarah Garrett
3	Andrew Woods
4	Charlotte Lay
5	Rachel Fairs
6	Sarah Paice
7	Scot Greathead
8	Alan Brookes
9	Lindsay Dale



Finance and Resources Terms of Reference

The remit of the Finance and Resources Committee is to ensure that funds are used only in accordance with the law, Articles of Association, Funding Agreement and the Academies Financial Handbook (AFH) and to direct the internal scrutiny programme.

The committee will support the Leadership Team to ensure that the trust creates a safe environment and complies with Health and Safety legislation, Department of Education and Ofsted recommendations and advice. The committee will exercise powers and responsibilities in respect of the Staffing and Pay Policy.

Membership, Meetings and Voting

The committee must consist of at least three Trustees.

Meetings will take place at least three times a year but usually in Term 2, Term 4 and Term 6.

The Chair of the committee will be elected by the Board of Trustees.

Meetings will be quorate when there are three trustees present.

Voting is by a simple majority.

Meetings will be minuted by The Clerk.

The Chair of the committee and Headteacher will be responsible for drawing up the agenda.

Responsibilities, Specific Powers and Expectations

- Allocate personnel to the role of Accounting Officer and Chief Financial Officer.
- Review and approve policies that relate to finance and resources.
- Ensure there is sufficient rigour and scrutiny in the budget management process to understand and address variances between budget forecast and actual income and expenditure.
- Receive and consider information on the financial performance of the Trust at least three times per year.
- Ensure there is timely preparation and submission of the annual report, financial statement and accounts (for presentation to the Board of Trustees) and ensuring there is sufficient disclosure in the annual accounts to fulfil the required standards of accountability and transparency.
- Approve contracts for the value of £5K and above.
- Ensure that financial planning is directly linked to the School Plan.
- Ensure adequate resources are made available to the Headteacher to implement effective health and safety arrangements.
- Review financial planning, monitoring and reporting to ensure ongoing financial health and a sufficient reserves balance.
- Ensure there are adequate insurance arrangements in place.
- Direct the programme of internal scrutiny (including providers) so that risks are appropriately addressed.
- Provide an annual summary report.
- Review Pay and Reward Policy annually.
- Review Health and Safety Policy annually.
- Monitor Health and Safety compliance.
- Appoint (and dismiss if required) the Trust's auditors.
- Ensure a full internal audit service is commissioned to conform to the Public Sector Internal Audit Standards.
- Consider auditor's reports, management letters etc. and where deemed appropriate, refer reports to the Board of Trustees for information or action and advises Board of material control issues.
- Establish and monitor KPIs with regard to performance and monitoring their effectiveness.
- Ensure that the information submitted to the DfE or ESFA that affects funding is accurate.

- Ensure the budget return forecasts, and other financial returns are submitted to the ESFA.
- Ensure a process for checking its financial systems, controls, transactions and risks are in place.
- Have oversight of the asset management priorities to ensure that the academy estate is maintained in a safe condition.
- Ensure that the Trust complies with risk management best practice.
- Review the Risk Assessment Register annually or as required.
- Review proposals for Capital projects and monitor progress.
- Appoint one member of the committee to conduct the Headteacher's appraisal annually (with two members of the Education Committee).
- To keep under review staff work/life balance, working conditions and well-being, including the monitoring of staff absence.
- Convene a Trustee panel if required to apply the redundancy procedure.
- Support the Headteacher as required in the appointment/dismissal processes for the Senior Leadership Team.
- To undertake any necessary training to enable effective governance.
- Follow the Seven Principles of Public Life (referred to as 'The Nolan Principles' - see Annex 1)

Finance and Resources Committee as at 28 th September 2024	
1	Mike Lee (Chair)
2	Sarah Garrett
3	David Milham
4	Annabel du Plessis
5	Karen Leigh
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Delegation Planner

The Trust Board has established an Education Committee and a Finance and Resources Committee to carry out some of its governance functions which may include making decisions (delegated powers), although any decisions made will be deemed decisions of the Trust Board.

The Trust Board delegates responsibility for the day to day running of the academy to the Headteacher. The trust Board will hold the Headteacher to account for the performance of the academy. While the Trust Board cannot ever delegate its accountability, it has delegated some of the detailed scrutiny, oversight and decision making.

The Headteacher has the delegated responsibility for the operation of the Trust. The Headteacher is the Accounting Officer and so has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

The Headteacher leads the Senior Leadership Team (SLT) of the trust. The Headteacher will delegate management functions to the SLT and is accountable to the Trust Board for the performance of the SLT.

Key:

- (blue box) function cannot be carried out at this level
- ✓ Action to be undertaken at this level

Area	Decision	Delegation					
		Members	Trust Board	Ed. Com.	F & R Com.	Special Com.	HT
People	Appoint/remove Members	✓					
	Appoint/Remove Trustees	✓	✓				
	Appoint/remove committee chair		✓				
	Appoint/remove Clerk to Board		✓				
	Appoint Chair and Vice Chair of Board		✓				

Area	Decision	Delegation					
		Members	Trust Board	Ed. Com.	F & R Com.	Special Com.	HT
Systems & Structures	Agree and review Articles of Association	✓					
	Governance structure and committees		✓				
	Review and set terms of reference		✓				
	Complete skills audit		✓				
	Complete annual self-review and committee performance		✓				
	To submit governor information to DfE database						✓

Area	Decision	Delegation					
		Members	Trust Board	Ed. Com.	F & R Com.	Special Com.	HT
Reporting	Ensure Trust governance details are on website						✓
	Set up and publish a register of governors' business interests		✓				
	Agree and submit annual report and accounts		✓				
	To determine whether to publish a home school agreement (not statutory)						✓
	Overall responsibility for ensuring that statutory requirements for information published on the school website are met						✓
	To publish and update annually a SEN information report (meeting requirements set out in the Special Educational Needs and Disability Regulations 2014)			✓			

Area	Decision	Delegation					
		Members	Trust Board	Ed. Com.	F & R Com.	Special Com.	HT
Being Strategic	Determine the ethos and strategic plan for the academy		✓				
	Determine and ensure trust policies are in place – curriculum policies, SEN, Safeguarding, Sex Education, Behaviour and others			✓			
	Determine and ensure trust policies are in place – Finance, Health and Safety, Pay and Reward policy and others				✓		
	Ensure a broad and balanced curriculum is in place			✓			
	To set the times of the school sessions and dates of school terms and INSETS						✓
	Review and monitor Risk Assessment				✓		
	Engage with all stakeholders	✓	✓	✓	✓	✓	✓
	Agree KPIs against which progress towards budget can be measured				✓		
	Appoint/dismiss Headteacher		✓				
	To consider forming or joining an existing MAT		✓				
	Approve School Plan		✓				
	Approve budget plan		✓				
	Agree academy staff structure		✓				
	Appoint teaching staff						✓
	Appoint non-teaching staff						✓

Area	Decision	Delegation					
		Members	Trust Board	Ed. Com.	F & R Com.	Special Com.	HT
Holding to Account	Produce and maintain a central record or recruitment and vetting checks						✓
	Undertake performance management of the Headteacher			✓	✓		
	Undertake performance management of the staff						✓
	Review and monitor exclusions and pupil attendance			✓			
	Ensure Health and Safety regulations are followed				✓		
	Ensure that school lunch nutritional standards are met						✓
	Maintain a register of pupil attendance						✓
	Ensure provision of free meals to those pupils meeting the criteria						✓
	Agree and publish annual accounts		✓				

Area	Decision	Delegation					
		Members	Trust Board	Ed. Com.	F & R Com.	Special Com.	HT
Ensuring Financial Probity	Appoint chief financial officer for delivery or trust's outlined processes				✓		
	Receive and respond to external auditors report				✓		
	Agree Headteacher's pay reward			✓	✓		
	Approve formal annual budget plan		✓				
	Ensure robustness in benchmarking and value for money				✓		
	Monitor how grants are being spent (PPG/Sports etc)				✓		
	Ensure insurances are adequate		✓				



Annex 1 - The Seven Principles of Public Life

1. Selflessness

Holders of public office should take decisions solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.