

## Appendix G – Trust Board sub-committees Terms of Reference

*(Committees of the Trust Board)*

### Education Standards & Catholic Life Committee

#### **Purpose**

To monitor the work of the ESCAT in terms of the quality and standards of its schools' education curriculum delivery and outcomes for its pupils and to ensure the Catholic Life thrives across all schools. To make appropriate reports and recommendations on such matters, to the Board of Directors on a regular basis and refer major issues to the Board of Directors for ratification.

#### **Membership**

Four directors as chosen by the Board.

The CEO will be in attendance.

#### **Quorum**

Two members.

#### **Chair**

The chair of the committee will elect from amongst the members of the Committee, annually at the first Board meeting of the year.

#### **Meetings**

At least three times a year.

#### **Responsibilities**

##### ***Standards***

1. To ensure the Catholic ethos and values are upheld and permeates all aspects of school improvement.
2. To evaluate summative information on the performance of its schools comparing this to National figures.
3. To monitor and evaluate the schools' performance through a range of measures, including reports based on tracking data and schools' visits, SEFs, and Ofsted and Catholic School Inspection reports, ensuring appropriate action is planned and taken for the school to meet agreed targets.
4. To ensure that school improvement resources are properly prioritised.

5. To monitor the operational risk of school failure due to ineffective school leadership and management and/or school standards, as defined in the Risk Register, and take appropriate action through the Executive.
6. To ensure that schools have an appropriate, high-quality school development plan which is implemented and regularly monitored and reviewed at LGB level.

### ***Curriculum***

7. Through the Executive, to oversee the curricula in each school, ensuring that the intended impact is evaluated and documented at local level.
8. To support and promote rich curriculum development, engaging with national guidance as appropriate.

### ***SEND***

9. To monitor that all reasonable measures are taken to identify that vulnerable groups' requirements are being met, including through annual SEND reviews, and the effective deployment of Pupil Premium Grants.

### ***Behaviour***

10. Approve and regularly review the trust-wide behaviour principles and ensure that each school's behaviour policy aligns with these principles and with statutory guidance.
11. Hold executive leaders to account for the consistent and fair implementation of behaviour policies across all schools, ensuring that behaviour expectations are clear, inclusive, and support a calm, safe, and supportive environment.
12. Monitor behaviour and attendance data across the trust, including exclusions, suspensions, and any use of restrictive interventions, to identify trends and challenge any disproportionate impact on pupils with protected characteristics.
13. Ensure that behaviour policies and practices reflect the trust's ethos, values, and commitment to equality, diversity, and safeguarding.

### ***Safeguarding***

14. Ensuring a trust-wide safeguarding policy is implemented, while allowing for local contextualization.
15. Appointing a designated safeguarding lead (DSL) at both trust and school levels.
16. Conducting regular internal audits and reviews of safeguarding practices to ensure they meet statutory requirements.
17. Ensuring high-quality training is provided for all staff and volunteers, and embedding a culture of safety.

### ***Other Pupils Matters (including Attendance)***

18. Approve and regularly review the trust-wide attendance principles, ensuring each school's attendance policy aligns with statutory guidance and is tailored to the needs of its pupils.
19. Hold executive leaders to account for the implementation and impact of attendance policies, ensuring that attendance is prioritised as part of wider strategies for pupil welfare, attainment, safeguarding, and inclusion.
20. Monitor attendance data across all schools, including persistent and severe absence, benchmarking against local and national figures, and challenge leaders on trends, patterns, and the effectiveness of interventions.
21. Ensure that attendance processes are inclusive and that additional support is provided for pupils with barriers to attendance, such as those with SEND, long-term illnesses, or other vulnerabilities.
22. Ensure that attendance policies and practices are communicated clearly to parents/carers and are accessible to all stakeholders.

### ***Reporting***

23. To review and approve the board's Education Standards and Catholic Life related policies and the effectiveness of their implementation.
24. Report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
25. Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

## Finance & Risk Committee

### **Purpose**

To monitor the work of the ESCAT in terms of its financial control, estates management and health and safety. To make appropriate reports and recommendations on such matters, to the Board of Directors on a regular basis and refer major issues to the Board of Directors for ratification.

### **Membership**

Four directors as chosen by the Board.

The CEO and CFO will be in attendance.

### **Quorum**

Two members.

### **Chair**

The chair of the committee will elect from amongst the members of the Committee, annually at the first Board meeting of the year.

### **Meetings**

At least six times a year.

## Responsibilities

### ***Finance:***

1. To ensure that a Financial Procedures Manual consisting of finance policies, including the financial Scheme of Delegation is in place for the ESCAT. The manual will be recommended to the Board for approval and be reviewed annually.
2. The CFO will report to the committee on an assessment of the budget position and financial management of each school wishing to join the ESCAT, which the committee will consider as part of the conditions for acceptance.
3. To review with the CEO and the CFO the projected income of both the ESCAT and the schools compared to the estimated expenditure for at least three years (or for the period of the individual school's Improvement Plans), and where there are any potential budget issues take such actions as may be appropriate or refer to the Board.
4. To recommend to the Board Finance and Audit sections for the ESCAT's Development Plan and oversee the financial section of any school development and improvement plan.
5. To consider and recommend to the Board the annual formula budgets prepared by the LGBs and by the CFO in respect of central functions.
6. To consider and explore all means of external finance available to the ESCAT.
7. To consider regular budget monitoring reports and periodic strategic financial projections prepared by the CFO and submit reports to the Board of Directors on the budget position, together with any proposed corrective action to address significant variances between expenditure and budget.
8. To prepare financial analysis and projections for the ESCAT 3-year Development Plan.
9. In consultation with the People Committee, consider the effect on the budget of changes in pay structure and of any new appointments or changes in existing employees' salaries.
10. Ensure that the ESCAT's formal financial procedures are reviewed at least annually paying particular attention to any recommendations made by internal or external audit.
11. Where financial benchmarking is available, use it to compare expenditure with similar schools/academies and to review the value for money statement and efficiency and financial effectiveness throughout the academy company.
12. Review annually all insurance arrangements for the ESCAT.
13. Consider reports and funding proposals from the ESCAT's improvement plan.
14. To receive reports from the Internal/External auditor following each monitoring visit. To ensure the Executive acts on any recommendations.
15. Agree the Annual Report and Accounts (in accordance with DfE/ESFA, Companies Act and Charity Commission requirements) for approval by the Board, in consultation with Education Standards Committee and People and Governance Committee.
16. To review the actions and judgements in relation to ESCAT's financial statements, operating and financial review, paying particular attention to critical accounting policies and practices, and any changes in them:
  - a. Decisions requiring a significant element of judgement;
  - b. The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
  - c. The clarity of disclosures;

- d. The going concern assumption;
  - e. Compliance with accounting standards;
  - f. Compliance with DfE/ESFA and relevant statutory requirements;
  - g. Material post balance sheet events;
  - h. Relationships and transactions arising from ESCAT's association with other Diocesan organisations.
17. The outcome of the committee's work should inform the Governance Statement (including the way in which the ESCAT monitors regularity, propriety and value for money) that accompanies the ESCAT's annual accounts and so far, as is possible, provide assurance to external auditors.
  18. To plan, monitor and review the internal scrutiny program.
  19. To review the reports of the Auditor (Responsible Officer) on the effectiveness of the financial procedures and controls. These reports must be reported to the Board of Directors.
  20. To recommend to the Board of Directors the appointment or re-appointment of Auditors
  21. To consider the audit plan, in advance of the field work.
  22. To review with the external auditors the findings of their work, including any major issues that arose during the course of the audit and have subsequently been resolved and those issues that have been left unresolved; key accounting and audit judgements; levels of errors identified during the audit, obtaining explanations from management and, where necessary the external auditors as to why certain errors might remain unadjusted.
  23. To review and monitor the content of the external auditor's management letter and especially, establish whether recommendations have been acted upon and if not, the reasons why they have not been acted upon.

### ***Contracts***

24. To consider and ratify where appropriate, all expenditures, contracts, asset disposals or virements exceeding values, durations or terms specified in the Financial Handbook or Schemes of Delegation as beyond the authority of the Executive, Headteachers and Chairs of LGBs. To collectively report such decisions to the Board as part of the regular reporting by the committee or to refer such decisions to the Board (with a recommendation) where the Finance committee considers there may be a strategic impact on the company's financial viability.

### ***School Estates***

25. The committee will oversee building matters (especially those with a value exceeding a threshold in the Financial Manual) relating to the construction, improvement, site maintenance, together with insurance.
26. The committee will monitor and review external estates/property contracts (with a value in excess of that specified in the Financial Manual), considering proposals for renewal or otherwise as appropriate.
27. The committee will monitor the progress of new buildings, ensuring they are fit for purpose and represent best value.

## ***Health and Safety***

28. The committee will review the ESCAT's overarching Health and Safety policy and performance annually, and oversee the action plans of the individual schools and ensuring that the ESCAT takes all reasonable steps to comply with the Health and Safety at Work Act (1974) and related legislation.

## ***Risk***

- 29. The committee will have oversight of relevant risk(s) as identified in the ESCAT Risk Register.
- 30. Review the Risk Register regularly, having a specific responsibility for oversight of financial risk(s) as identified in the ESCAT's Risk Register.
- 31. Oversee the Business Continuity Plan.
- 32. To review ESCAT's procedures for detecting fraud and whistle blowing and ensure that arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or any other matters.
- 33. To review management's reports on the effectiveness of the systems for internal financial control, financial reporting and risk management.
- 34. To monitor the integrity of the ESCAT's internal financial controls.
- 35. To review the statement in the annual report and accounts on the ESCAT's internal controls and risk management framework.

To assess the scope and effectiveness of the systems to identify, assess, manage and monitor financial and non-financial risks.

## ***Reporting***

- 36. Review and approve the board's Finance, Estates and Health and Safety related policies and the effectiveness of their implementation.
- 37. Report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 38. Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

## People Committee

### **Purpose**

Lead the process for appointments to the board. Satisfy itself that plans are in place for an orderly succession to the board and leadership team and oversee the development of a diverse pipeline of succession.

Review HR policies and practices and monitor their consistency with the ESCAT's purpose, strategy and values. Approve performance related pay.

Review developments in law, regulation and evolving practice relating to corporate governance. Monitor the effectiveness of the Board and local governance.

### **Membership**

Four directors as chosen by the Board.

The CEO and CFO will be in attendance.

### **Quorum**

Two members.

### **Chair**

The chair of the committee will elect from amongst the members of the Committee, annually at the first Board meeting of the year.

### **Meetings**

At least three times a year.

## **Responsibilities**

### ***Admissions***

1. Ensure that admissions arrangements are fair, clear, objective, and compliant with all relevant legislation and statutory guidance.
2. Oversee and, where required, conduct consultation on proposed changes to admissions arrangements, following statutory timelines and processes.
3. Ensure that each school maintains an accurate admissions register and attendance register, as required by law.
4. Establish and oversee independent appeals panels to consider admission appeals in accordance with statutory requirements.
5. Monitor the impact of admissions arrangements, including the profile of pupils admitted, and challenge leaders to ensure that arrangements support inclusion and equality of opportunity.
6. Ensure that all required admissions information is published on each school's website and on the trust's website, and that statutory deadlines are met.

### ***Staffing***

39. Oversee the development of a diverse pipeline for succession (across immediate, medium and long-term time horizons), taking into account the challenges and opportunities facing the ESCAT, the strategic priorities and the skills and expertise needed on the board in the future. Plan for the orderly succession to the board and to the leadership team particularly for the key roles of chair, CEO and CFO.
40. Keep the executive and non-executive leadership needs of the organisation under review, with a view to ensuring the continued ability of the organisation to deliver its purpose and strategy.
41. Lead the process for appointments and make recommendations for appointment and reappointment of directors to the Board, for appointment by the Bishop of the Catholic Diocese of Portsmouth.
42. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and use this to prepare for recruitment.
43. Undertake adequate due diligence in the appointment of directors to the board and, where appropriate, recommend any prior appointment or business interests that could result in a conflict of interest, for approval of the board.
44. Conduct an annual review of the directors' conflicts of interest policy and recommend any changes the committee deems appropriate for approval of the board.
45. Conduct an annual review of the directors' conflicts register and recommend any corrective action that may be applied for approval of the board.
46. Using appropriate measures, review HR policies and practices, in particular those that have an impact on (i) talent and capability, (ii) diversity and inclusion and (iii) engagement and culture (including employee wellbeing). Report to the board on their alignment with ESCAT's strategy, purpose, values and culture.

### ***Communications and Information Management***

47. Approve recommendations for performance related pay of the CEO, Trust Staff and Headteachers.
48. Conduct workforce engagement measures through a range of formal and informal channels. Review and report back to the board the workforce view and priorities to strengthen the 'employee voice' in the boardroom.

### ***Governance***

49. Review and develop the board's Scheme of Delegation and monitor its compliance while ensuring that it remains appropriate to the size, complexity and strategy of the ESCAT. Recommend to the board any revisions deemed necessary, considering any significant developments in the law and practice of corporate governance.
50. Determine, upon the recommendation of the governance manager and chair of the board, the process through which the annual evaluation of the board and committees takes place, including whether this should be externally facilitated.
51. Review the results of the board performance evaluation. Make recommendations to the board about any changes.
52. Review the time required from directors annually and assess whether the directors are spending enough time to fulfil their duties.
53. Review and approve the board's HR and governance related policies and the effectiveness of their implementation.
54. Review such risks as it may determine fall within its scope from time to time consistent with its purpose.

### ***Reporting***

55. Report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
56. Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
57. Where an external search consultancy or board evaluator has been engaged, the committee will check that this has been identified in the annual report alongside a statement about any other connection it has with the ESCAT or individual directors.

## Performance and Remuneration Committee

### Purpose

The Board Pay Committee is established to ensure that pay decisions for the CEO and other senior executives earning £100,000 and above are made in accordance with the Trust's Executive Pay Policy, the Academies Financial Handbook, and the principles of fairness, transparency and value for money.

The Performance and Remuneration Committee has delegated responsibility from the ESCAT Directors to monitor and evaluate the performance of the CEO and Senior Executives if appropriate.

### Membership

The terms of reference for the Performance and Remuneration Committee have delegated responsibility from the ESCAT Directors to monitor and evaluate the performance of the CEO and Senior Executives if appropriate.

#### *Composition:*

- The Chair of the Board of Directors
- One other Director appointed by the Board
- An externally appointed consultant (who is independent and appropriately qualified) to support the process

#### *In Attendance (non-voting):*

- Chief Operating Officer (or equivalent) may attend for specific items to provide information but must withdraw when matters relating to their own remuneration are discussed

#### *Exclusions:*

- The CEO and other Executives will not be involved in deciding his or her remuneration
- No member of staff shall be present when their own pay or performance is being discussed

### Quorum

The quorum shall be two members of the Committee, one of whom must be the Chair of the Board of Directors.

### Chair

The Chair of the Board of Directors shall chair the Committee.

In the absence of the Chair of the Board, the other Director member shall chair the meeting.

### Clerk

The Clerk to the Board shall clerk meetings of the Committee and ensure accurate minutes are kept.

## **Meetings**

- The Committee shall meet at least once per academic year, typically in the autumn term following the completion of the annual performance review cycle.
- Additional meetings may be convened as required.
- Meetings may be held in person, by telephone or video conference.

## **Responsibilities**

### **Performance Evaluation and Review**

The annual performance review process will be undertaken by the Performance and Remuneration Committee which will include the Chair and one other Director. An externally appointed consultant (who is independent and appropriately qualified) will support this process.

The Committee shall:

- Conduct CEO evaluation with ongoing discussions with the Chair of ESCAT Directors about performance with regular feedback presented to the ESCAT Directors
- Conduct Other Senior Executives evaluation with ongoing discussions with the CEO about their performance but also with regular feedback being presented to the ESCAT Directors
- Receive self-review and evidence paperwork at least 1 week prior to the review
- Meet prior to the review to ensure impartial assessment of the self-review and evidence, including mid-term review notes where applicable, and to ensure considered decisions about performance
- Ensure that performance evaluation is built around the following principles:
  - Align executive performance with the strategic aims of ESCAT
  - Be based on clear expectations developed and agreed in advance with the CEO
  - Have a clear, transparent and agreed link between performance outcomes and remuneration
  - The CEO to set developmental plans and provide specific direction as necessary from the outcomes of the evaluation process
  - Be conducted in a manner conducive to ongoing good governance
  - Comply with relevant standards for accountability and communication of the results for the Trust

## Pay Determination

The Committee shall:

- Make pay award decisions for the CEO and any employee earning a salary of £100,000 and above
- Review leads to assessment of salary and presentation to the ESCAT Directors for ratification
- Ensure that pay decisions are made in accordance with the Trust's Executive Pay Policy
- Ensure compliance with the Academies Financial Handbook requirements, specifically that:
  - A robust evidence-based process is followed and is reflective of the individual's role and responsibilities
  - The procedure for determining executive pay is agreed by the board in advance and documented
  - Any decision about executive pay is independent and objectively scrutinised by the ESCAT Directors and any conflicts of interests are avoided
  - Factors in determining pay are clear, including whether performance considerations and the degree of challenge in the role, have been taken into account
  - The pay level agreed is proportionate and defensible relative to the public sector market
  - The rationale behind the decision-making process is well documented and retained, including whether the level of pay reflects value for money
  - A basic presumption that non-teaching pay should not increase at a faster rate than that of teachers, in individual years and over the longer term

## Reporting and Accountability

The Committee shall:

- Report to the ESCAT Directors on the outcomes of the performance review process, in order for the Committee to make any pay award decision
- Ensure that all pay decisions are properly documented with clear rationale
- Maintain confidentiality regarding individual pay decisions at all times
- Provide assurance to the Board that pay decisions comply with all relevant requirements

## Policy Oversight

The Committee shall:

- Review the Executive Pay Policy at least every three years and recommend any amendments to the Board
- Ensure the policy reflects best practice and complies with all statutory and regulatory requirements

- Monitor the implementation of the policy

### **Appeals**

If the CEO, or Senior Executives are unhappy with the outcome of their performance review (PR), they should confirm this in writing to the Chair of the ESCAT within 5 working days of receiving the PR outcome letter.

The appeal will be heard by the Chair of the ESCAT along with two other Board of Directors members who have not previously been involved with the matter.

The outcome of the appeal will be confirmed in writing within 10 working days, stating if it has been upheld or not upheld. There will be no further right of appeal.

### **Conflicts of Interest**

All members of the Committee must:

Declare any conflicts of interest at the start of each meeting

Withdraw from discussions and decisions where a conflict exists

Not be involved in deciding their own remuneration

### **Delegation**

The Committee does not have authority to delegate its functions to individuals.

All pay decisions for the CEO and senior executives earning £100,000 and above must be made by the Committee and ratified by the full Board of Directors.

