



CMAT Board of Directors Committee Terms of Reference

September 2018 version 1

Audit and Risk Committee

Overview	<p>The Audit and Risk Committee shall:</p> <ul style="list-style-type: none"> • determine, oversee and review the arrangements for independent checking of financial controls, systems, transactions and risks; • review the risks to the internal control framework at the Trust; • agree an Annual Internal Audit Plan that shall address these and other risks identified by the Trust Board from time to time; • inform the statement of internal control and, so far as is possible, provide assurance to the external auditor; • recommend to Trust Board the appointment of internal and external auditors; • establish and maintain through monitoring, an appropriate risk management strategy and risk register.
Constitution and Membership	<p>The Committee shall comprise a minimum of three Trust Board members. One or more members of the Committee must have relevant experience in accounting, auditing and/or finance but shall have no executive responsibility for the management of the Trust.</p> <p>The Chair of the Finance Committee is not eligible for appointment as Chair of this Committee.</p>
Quorum	<p>Any two members of the Committee shall constitute a quorum.</p>
Frequency of Meetings	<p>The Committee shall meet at least four times a year.</p> <p>The internal or external auditors may request a meeting of or with the Committee if they consider this to be necessary. (Any such request shall not be refused).</p>
Attendance	<p>The Chief Executive Officer as the Accounting Officer shall normally attend all meetings of the Committee.</p> <p>The Committee may, at its sole discretion, request a meeting with the external and/or internal auditors without Officers of the organisation being present.</p> <p>Internal and external auditors shall attend the meetings regularly. Other specialist may also attend to advise or report to the Committee.</p>

<p>Authority and Delegated Functions</p>	<p>The Committee is an advisory body with no executive powers. It is authorised by the Trust Board to:</p> <ul style="list-style-type: none"> • investigate any activity within its terms of reference, and to seek any information it requires from staff, who are required to co-operate with the Committee in the conduct of its enquiries; • obtain independent professional advice if it considers this necessary. The budget limitation for this is set as £2,500. Any amount above this shall require authorisation by the Trust Board
<p>Terms of Reference</p>	<p>The purpose of the Committee is to oversee and provide independent assurance to the Trust Board, and to make recommendations to the Trust Board thereon, on the arrangements of the Trust in relation to:</p> <ul style="list-style-type: none"> • Audit • Governance (following any directives issued by the Diocese of Nottingham) • Risk Management and Internal Control • Ethics and Probity
<p>Duties</p> <p>Audit</p>	<ul style="list-style-type: none"> • review the draft external financial statements and reports of the Trust to ensure that they reflect best practice and are in accordance with the relevant accounting and reporting requirements which include the ESFA Financial Handbook; • approve arrangements for and to consider and make a recommendation to the Trust Board for the appointment of an external and an internal auditor, the level of fees, the provision of any non-audit services by the external or internal auditor and any issues related to the resignation or dismissal of the external or internal auditor; • discuss with the external auditor the nature and scope of each forthcoming audit and the findings of the audit once completed; • approve the Annual Internal Audit Plan for the Trust and consider and report to the Trust Board on the Annual Internal Audit Report, identifying any areas of concern in terms of strategic risk and addressing key internal control issues as required; • specifically consider the level of assurance internal audit work provides about the arrangements of the Trust and whether there are any concerns arising that need to be brought to the attention of the Trust Board; • consider all relevant reports from any internal auditors or from the appointed external auditor, including reports on the accounts of all academies within the Trust; • consider the achievement of value for money and the response to any management letters; • monitor and where the Committee considers necessary draw the attention of the Trust Board to progress in relation to implementation of any actions recommended (and agreed by management) by any internal or external auditors to address any adverse control findings identified by them; • review the effectiveness of the internal control systems of the Trust and its academies to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, efficient, effective and environmentally preferable manner;

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Governance	<ul style="list-style-type: none"> • consider, and advise the Trust Board on the annual and long-term audit programme of the Trust, ensuring that the internal controls of the Trust are subject to appropriate independent scrutiny at least in accordance with Government standards; • monitor the performance of internal audit, including agreeing the scope of any external assessment and receiving reports on the management and performance of the providers of internal audit services, including the results of the quality assurance and improvement programme which shall form part of Internal Audit’s annual report. (This is in accordance with the mandatory Internal Audit Standards); • ensure that there are effective arrangements in place between internal and external audit and that the value of the audit process is actively promoted; • approve the Annual Statement of Accounts and have oversight of the publication of an Annual Report in the most appropriate format; • monitor the openness of the Trust in its dealings, subject only to the need to preserve confidentiality in those specific circumstances where it is proper and appropriate to do so; • have oversight of the management and response of the Trust in relation to the Freedom of Information Act and Data Protection Act requests; • review any issue referred to it by any other Trust Committee or Board. • approve and / or review the arrangements developed for robust systems for identifying and evaluating significant risks and ensure that effective Risk Management Systems are put in place, including arrangements relating to internal control and the internal audit function; • review and endorse the Business Continuity Plan and Risk Management Strategy and formally review the Risk Register at least annually; • have oversight of provisions that reflect the transparency of the Trust including Whistleblowing Policy and Procedures and Fraud and Corruption Policy and to review and discuss any incidents arising under those policies, reporting to the Trust Board as required; • consider the level of compliance of the Trust with its own and other published standards and controls. • promote and maintain the highest standards of conduct by any Board Members and Non-Executive Directors having regard to the Nolan principles and any other recommended Code of Conduct established from time to time; • implement any directives issued by the Diocese of Nottingham; • review the operation of the Code of Conduct (Directors/Governors) and Code of Conduct (staff); • oversee and review the arrangements of the Trust in relation to training, guidance and support in the context of ethics and probity, including promoting and maintaining the Code of Conduct (Directors/Governors) and Code of Conduct (staff).
Risk Management	<p>The Committee shall follow the prescribed activities in the Scheme of Delegation approved by the Trust Board regarding writing off of bad debts and disposal of surplus stock, stores and assets.</p>

and Internal Control	
Ethics and Probity	
General	

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Finance and Estates Committee

Purpose	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> • hold to account and constructively challenge the Executive Team as to the effectiveness and impact of policy, proposals and practice in relation to the management and deployment of Trust resources; • review benchmarking data in relation to the overall performance of the Trust in comparison to regional and national standards and to the performance of other comparable Trusts; • provide oversight and assurance to the Trust Board as to the effective and appropriate management and use of Trust resources and to make recommendations to the Board in relation to these matters; and • consider and review detailed reports on the financial sustainability, human resource and estate management performance, practices and resources of the Trust; • oversee all matters relating to health and safety within the Trust.
Constitution and Membership	<p>The Committee shall comprise a minimum of three Trust Board members.</p> <p>The Chair of this Committee shall not be eligible for appointment to the Audit Committee.</p> <p>The person(s) appointed by the Board to have oversight of safeguarding and SEN shall be entitled to attend and draw the attention of the Committee to any safeguarding implications arising from reports and/or proposals brought to the Committee.</p>
Chair	<p>The Committee shall appoint a Chair at the first scheduled meeting of each academic year.</p> <p><i>The Chair of this Committee is not eligible for appointment as the Chair of the Audit and Risk Committee.</i></p>
Quorum	<p>Any two members of the Committee shall constitute a quorum.</p>
Frequency of Meetings	<p>The Committee shall meet at least six times each year.</p>
Attendance	<p>The Chief Executive Officer and the Director of Finance/Operations shall normally attend all meetings of this Committee.</p>

<p>Authority and Delegated Function</p>	<p><i>Finance</i></p> <p>To make recommendations to the Board on:</p> <ul style="list-style-type: none"> • the approval of the annual budget for the Trust as recommended by the Director of Finance/Director of Operations; • any other financial matter referred to the Committee by the Trust Board. <p>To approve:</p> <ul style="list-style-type: none"> • the financial management and investment policies of the Trust (and any proposed amendment thereto); • procurement policies and associated arrangements; • major contracts; • variations to the budget; • financial regulations, delegations and proposed amendments thereto. <p>To monitor and provide assurance to the Board as to:</p> <p>The overall financial performance and sustainability and resource requirements/use of the Trust (including performance against approved budgets) through consideration of:</p> <ul style="list-style-type: none"> • the Operational Financial Report to be submitted to each meeting of the Committee by the Director of Finance/Director of Operations. This shall include the range of financial information and projections required by the Committee for the Trust as a whole and for individual academies (i.e. investment, use of balances (in accordance with the approved use of balances policy), financial projections and and material variances, capital requirements and expenditure, revenue balances, pupil number projections, staffing costs and any other details required by the Committee); • the monitoring of financial efficiencies and economies of scale. <p><i>Estates</i></p> <ul style="list-style-type: none"> • to consider and make recommendations to the Board regarding the strategic development and maintenance of the Trust estate in consultation with the Nottingham Roman Catholic Diocesan Education Service; • to consider and review as appropriate the Trust Asset Management Plan; • to consider and review as appropriate the Trust asset strategy. <p><i>Safeguarding</i></p> <ul style="list-style-type: none"> • to take into account and where the Committee considers necessary make recommendations to the Board on the safeguarding implications (if any) of all issues within the remit of the Committee.
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Health and Safety

- to approve the health and safety policy and to monitor its implementation;
- to receive an annual report on health and safety;
- to ensure that any specialist/external advice on health and safety matters is implemented and quality assured.

Human Resources and Staffing Committee

Purpose	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> • ensure that HR strategies and policies facilitate the delivery of the CMAT strategic plan; • monitor the impact of HR policies and strategies on organisational performance; • determine strategies and employment policy for all staff including the CEO; • adopt open and transparent HR policies and procedures ensuring that HR strategies follow best practice and comply with employment and equality legislation; • consider any employment issues carrying a significant potential risk (eg. in legal or financial terms) to the Trust.
Constitution and Membership	The Committee shall comprise a minimum of three Trust Board members.
Chair	The Committee shall appoint a Chair at the first scheduled meeting of each academic year.
Quorum	Any two members of the Committee shall constitute a quorum.
Frequency of Meetings	The Committee shall meet at least three times each year.
Attendance	The Chief Executive Officer and the Director of Human Resources and/or HR Manager shall normally attend all meetings of this Committee.
Authority and Delegated Functions	<p>To consider, keep under review and where the Committee consider necessary make recommendations to the Board on:</p> <ul style="list-style-type: none"> • the impact and implementation of any Trust-wide strategies and policies for human resources and organisational development; • the effectiveness of the measures in place to ensure compliance with and promote equality and diversity in employment; • the details of proposed Trust restructuring proposals and oversee the implementation of restructures; • the impact and Trust-wide strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of Trust staff; • the arrangements for the appointment, grading, appraisal and dismissal of senior postholders, including compliance with the requirements for reserved posts;

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| | <ul style="list-style-type: none">• the effectiveness of HR policies and procedures through the use of key performance indicators;• to form HR panels as required. |
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Safeguarding

- To ensure that all requirements for safer recruitment are in place.

Pay and Performance Management Committee

Purpose	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> consider and determine terms and conditions including salary of the Executive Team and annual PRP awards for headteachers; and make recommendations to the Board regarding the pay policy and the terms and conditions of service of the Trust.
Constitution / Membership	The Committee shall comprise a minimum of three Board members.
Chair	The Committee shall appoint a Chair at the first scheduled meeting of each academic year.
Quorum	Any two members of the Committee shall constitute a quorum.
Frequency of Meetings	The Committee shall meet at least twice each year (normally in June and December).
Attendance	The Chief Executive Officer shall normally attend meetings of the Committee and shall withdraw if requested to do so by the Chair and/or if any item relating to their terms and conditions of service are to be discussed.
Authority and Delegated Functions	<p>Any decision with resource implications for which provision has not been made in the budget shall be subject to recommendation to the Board. Subject to this, the Pay Committee has full delegated authority in relation to:</p> <p><i>Performance Appraisal and Salaries</i></p> <ul style="list-style-type: none"> to undertake the annual performance appraisal of and target setting for the Chief Executive Officer, subject to appointment by the Committee of an independent external adviser in consultation with the Director of Education for the Diocese of Nottingham; determine and annually review the salary ranges of each member of Executive Team (for example the Chief Executive Officer, Director of Finance/Director of Operations, Director(s) of Performance and Standards of the Trust); determine, on recommendation of the Chief Executive Officer, annual pay awards for headteachers; approval of salary scales / pay awards / pay policies; ratify pay progression decisions and monitor implications of appraisal and pay decisions. <p><i>Staff Terms and Conditions</i></p> <p>Determine and review the terms and conditions of staff and associated Human Resource policies in relation to:</p> <ul style="list-style-type: none"> the scheme for payment of headteachers above the Pay Scale applicable to their school; the Trust Job Evaluation Scheme including the delegated arrangements for implementation of the Scheme. <p><i>Staff Related Procedures</i></p>

	<ul style="list-style-type: none">• determination of compromise agreements above £10,000 (subject to a value-for-money report from the Chief Executive Officer).
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Standards Committee

Purpose	<p>The Committee is responsible for providing assurance to the Trust Board on:</p> <ul style="list-style-type: none"> • the standards and performance of all school within the Trust; • the effectiveness of the Trust Quality Assurance process; and • that each school is promoting and upholding the CMAT’s vision, values and ethos.
Constitution and Membership	<p>The Committee shall comprise <i>a minimum of three</i> suitably qualified and experienced persons appointed by the Trust Board (excluding the Chief Executive Officer).</p> <p>The person(s) appointed by the Board to have oversight of Safeguarding and SEND shall be entitled to attend and draw the attention of the Committee to any safeguarding implications arising from reports and/or proposals brought to the Committee.</p>
Chair	<p>The Committee shall appoint a Chair at the first scheduled meeting of each academic year.</p>
Quorum	<p>The Committee has no decision - making role therefore there are no requirements as to minimum attendance.</p>
Frequency of Meetings	<p>The Committee shall meet at least once each term.</p>
Attendance	<p>The Director(s) of Performance and Standards the Trust shall normally attend meetings of the Committee.</p>
Authority and Delegated Functions	<p>The Committee is required by the Board to achieve its delegated functions for all schools within the Trust through:</p> <ul style="list-style-type: none"> • constructively challenging the appropriate Director of Performance and Standards as to the effectiveness and impact of the Quality Assurance (QA) process and the related school improvement work; • reviewing benchmarking data in relation to individual schools and to the overall performance of Trust in comparison to regional and national standards and to other comparable Trusts; • in depth review/scrutiny of schools in special measures and/or requiring improvement and/or which are causing concern including those that are slow to improve. • drawing the attention of the Trust Board to any concerns arising from the standards and performance of schools and/or the QA process; <p><i>Safeguarding</i></p> <ul style="list-style-type: none"> • the Committee shall have particular regard to safeguarding compliance and effectiveness in all schools within the Trust and shall draw the attention of the Board to any safeguarding concerns arising from the termly review of school performance. (The agenda for each meeting of the Committee is to include a standing item on Safeguarding).

<p>Reporting Procedures</p>	<p><i>Reporting to the Trust Board</i></p> <p>The Committee shall provide a termly report* to the Trust Board summarising the overall performance of the Trust and of individual schools within the Trust and drawing attention to any schools or issues of concern. The minutes of meetings of the Committee shall be made available to all members of the Trust Board.</p> <p><i>*this may be via the minutes of the meeting.</i></p> <p><i>Reports to the Committee</i></p> <p>The Committee undertakes in-depth review/scrutiny of schools in special measures and/or requiring improvement and/or causing concern, including those that are slow to improve.</p> <p>Reports to the Committee shall be presented by the Chief Executive Officer and/or the appropriate Director(s) of Performance and Standards and shall be supported by a strategic overview commentary and analysis of the performance of the Trust in relation to school improvement and school to school support etc. Reports shall include:</p> <ul style="list-style-type: none"> • a strategic overview commentary on standards, performance and quality assurance of the schools within the Trust (including data on diocesan canonical inspections); • a summary overview of all schools within the Trust to include a RAG rated risk assessment of the current direction of travel of standards and performance and drawing the attention of the Committee to those schools requiring in depth review, overall trends across the Trust and any related concerns; • the most recent termly QA report for those schools to which the attention of the Committee has been drawn and to include a brief summary of developments since the previous meeting. (Members of the Committee are to have access to all QA reports for all schools within the Trust); • regional and national comparators of pupil outcomes and other relevant data; • a summary of schools or issues of concern that the Committee may wish to draw to the attention of the Trust Board; • occasional reports (to be provided as data/information becomes available) setting out key statistics including: <ul style="list-style-type: none"> • demography and characteristic of schools and pupils within the Trust; • Pupil outcomes, attainment and progress; • Safeguarding, Welfare, Behaviour, Exclusions, Complaints, Attendance, Staff/Pupil ratios and related matters; • comparisons with other comparable Trusts and with regional and national trends; • annual financial benchmarking.
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