Terms of Reference for Summit Education Trust Members

The Members sit above the trust board and make sure the board is governing the trust effectively and have the power to step in if the governance is failing. Members act as guardians of the trust's governance and hold a strategic oversight role, distinct from the day-to-day operational management undertaken by the Board of Trustees (Trustees).

Membership	The Members of Summit Education Trust comprise: • The Diocesan Corporate Member (Oxford Diocesan Board of Education) • The Chair of the Trustees • Any person appointed under Articles 15A, 15B or 15C The minimum number of Members shall not be less than four. An employee of the Company cannot be a Member, and there must be a majority of Members who are not also Trustees. Members provide strategic oversight but do not involve themselves in the day-to-day management of the Trust. The separation between Members and Trustees ensures: • Independent scrutiny of the Board's performance • Accountability mechanisms are effective • The Trust's governance structure maintains appropriate checks and balances
Key Responsibilities	**Appointing and removing Trustees** Members have the right to appoint and remove Trustees from the board, including: • Appointing up to 8 Trustees by ordinary resolution • Removing Trustees in accordance with the Companies Act 2006 • Ensuring the Diocesan Corporate Member appoints 25% of the total number of Trustees **Appointing and removing Members** Members may: • Agree by passing a special resolution to appoint additional Members • Appoint replacement Members upon resignation or removal • Remove additional Members by special resolution (excluding the Member subject to the resolution from voting) **Amending the Articles of Association** Members must approve any alterations or additions to the Articles of Association, with specific restrictions:

	• No alteration affecting the governance or Church of England ethos of any Church Academy shall be made without written consent of the Appropriate Diocesan Authority and Site Trustees • No alteration to the name of a Church Academy without written consent of the Appropriate Diocesan Authority • No alteration that would cause the Company to cease being a charity or weaken the maintenance of ethos at the Academies **Appointing Auditors** Members are responsible for appointing (and removing if necessary) the external auditors for the trust. **Receiving Annual Accounts and Reports** Members must receive the trust's annual accounts and trustees' report at the Annual General Meeting. **Approving significant decisions** Members must vote on major decisions including: • Establishing, maintaining or carrying on new Academies (requiring ordinary resolution) • Changing the Trust's name • Winding up the Trust • Merging with another Trust • Significant structural changes **Oversight of Church Academy character** As the Trust includes Church Academies Members must ensure that the religious character of the Academy is preserved and developed, in accordance with the Diocesan Strategy. **Local Authority associate persons** The maximum aggregate number of votes exercisable by Local Authority associated persons shall never exceed 19.9% of the total number of votes exercisable by Members in a General Meeting.
Meetings	**Annual General Meeting** The Trust shall hold an Annual General Meeting each Academy Financial Year, with not more than fifteen months elapsing between AGMs. **General Meetings** • General Meetings shall be called by at least fourteen clear days' notice • Shorter notice may be given if agreed by a majority of Members representing not less than 90% of total voting rights • Trustees may call General Meetings, and must do so on requisition of Members

	• Any Director shall be entitled to attend and speak at any General Meeting **Quorum** A quorum is a majority of the total Members. A Member counts towards the quorum by being present in person or by proxy and entitled to vote. **Remote Participation** A person may attend a General Meeting by Microsoft Teams or by any suitable electronic means by which all participants can communicate with all other participants.
Voting Rights	• On a show of hands, every Member present in person shall have one vote • On a poll, every Member present in person or by proxy shall have one vote • No Member shall be entitled to vote unless all moneys payable by them to the Company have been paid • Resolutions may be passed by ordinary resolution or special resolution as specified in the Articles
Disqualification	A Member shall cease to be a Member if they: • Die or become incapable of managing their own affairs • Resign (provided this doesn't reduce Members below four) • Are declared bankrupt • Are a corporate entity that ceases to exist or enters insolvency • Are convicted of a Serious Criminal Offence • Fail to provide an enhanced DBS certificate or the certificate reveals unsuitable information • Refuse to consent to checks required by the Secretary of State • Are found unsuitable by the Secretary of State • Become employed by the Company • Would be disqualified from being a Trustee
Conflicts of Interest	In exercising their rights under the Articles and the Companies Act 2006, Members shall not do anything or take any action which would cause the Trust to contravene its Object.
Written undertaking	Every person nominated to be a Member must sign a written consent to become a Member and shall be entered in the register of Members.
Review	These Terms of Reference should be reviewed annually to ensure they remain fit for purpose and aligned with the trust's Articles of Association and any changes in legislation or regulatory requirements.

Terms of Reference for Summit Education Trust Board	
The Board of Directors (referred to as "the Board") is the accountable body for the trust, ensuring compliance with regulatory, contractual, and statutory requirements. The Board provides: • **Strategic leadership** of the academy trust: defining the trust vision for high quality and inclusive education in line with its charitable objects, establishes and fosters the trust's culture and sets and champions the trust strategy. • **Accountability and assurance**: robust effective oversight of operations and performance including provision of education, pupil welfare, overseeing appropriate use of funding and effective financial performance • **Engagement**: strategic oversight of relationships with stakeholders	
Legal & Regulatory	The Board acts in accordance with: • The Trust's charitable objects and Articles of Association • Company and Charity law • The Funding Agreement(s) and the Academy Trust Handbook • The Scheme of Delegation • The DfE and its executive agencies, applicable education, safeguarding and data protection legislation
Membership	**Composition** The number of Trustees shall be not less than four (unless otherwise determined by ordinary resolution). Their term of office shall be four years. The Board shall comprise: • No fewer than two Trustees and up to eight appointed by the Members • No fewer than two Trustees and up to 25% of the total number of Directors appointed by the Diocesan Corporate Member • A minimum of two Parent Trustees (if no Local Governing Bodies are established or if no provision is made for Parent Local Governors) or otherwise such number as the Members decide • The Chief Executive Officer may be appointed as a Trustee if they agree to act in this capacity • Co-opted Trustees as determined by the Board • Trust employees shall not exceed one third of the total number of Trustees **Skills and Experience** The Board should identify the skills and experience it needs, including sufficient financial knowledge to hold the executive team to account. **Chair and Vice-Chair(s)** The Board will, each school year, elect a Chair and a Vice-Chair(s) from among their number. A Trustee who is employed by the Trust shall not be eligible for election as Chair or Vice-Chair. The Trust Board will also ratify Committee and Local Governing Board Chair and governor appointments. **Standards of Conduct**

	Trustees will adopt, sign and follow a code of conduct and adhere to The Seven Principles of Public Life and will give a written undertaking to uphold the Object of the Company. Trustees must declare any conflicts of interest and withdraw from discussions where appropriate. The Trust will maintain a register of business and pecuniary interests which will be published on the Trust website. **Safeguarding and Training** Academy trust members, trustees, and committee members must have an enhanced DBS certificate. All Trustees will complete safeguarding and Prevent duty training on appointment and undertake regular updates. The Board will ensure trustees receive appropriate induction and ongoing development to fulfil their roles effectively. Receive and scrutinise safeguarding reports from each Academy. **Board Effectiveness** The Board will undertake an annual self-evaluation of its effectiveness. This will inform trustee development priorities and succession planning. An external review of governance will be conducted every three years. **Governance Professional** The Board will appoint a Clerk/Governance Professional, responsible for ensuring meetings are properly convened, papers circulated, minutes taken, actions tracked and to provide advice on governance matters and procedural compliance.
Meetings & Procedures	**Frequency** The Board must meet a minimum of three times a year however will meet once a half term with one designated strategy day to review medium term direction. **Notice and Papers** Agendas and papers are to be sent out with seven clear days' notice of the meeting. Terms of Reference Trust Board Papers should be circulated in advance to allow proper preparation and effective scrutiny. **Remote Attendance** Any Trustee shall be able to participate in meetings via Microsoft Teams ensuring all those participating in the meeting are able to communicate with all other participants. **Quorum** The quorum for a meeting, and any vote on any matter, shall be any three Trustees, or, where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting. **Decision-Making** Every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote they may have. **Urgent Decisions** Where urgent decisions are required between scheduled meetings, the Chair may convene an extraordinary meeting or, where appropriate and in accordance with the Articles of Association, decisions may be taken by written resolution.

Governance Structure	**Scheme of Delegation** The Board shall maintain and annually review a Scheme of Delegation that clearly defines decision-making authority at all levels of the Trust, including the Board, committees, Local Governing Boards, the Executive Team and Headteachers/Heads of School. The Scheme of Delegation must be approved by the Board and published on the Trust website. **Committees** The Board has established the following standing committees: • **Education Committee** – to provide detailed oversight of educational standards, curriculum and pupil outcomes • **Finance, Audit and Risk Committee** – to provide detailed oversight of financial management, audit and risk • **Staff, Pay and Conditions Committee** – to oversee HR strategy, pay decisions and staff wellbeing Each committee shall have its own Terms of Reference approved by the Board and shall report to the Board at least termly. **Local Governing Bodies** The Board has established a Local Governing Body for each academy to provide local oversight and accountability in line with the Scheme of Delegation. Each LGB shall have its own Terms of Reference and shall report to the Board at least termly via the Education & Standards Committee. **Committee Membership** The constitution, membership and proceedings of any committee shall be determined by the Trustees. The membership of any committee of the Board may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees. **Link Trustees** The Board will appoint Link Trustees for Safeguarding, Inclusion and Health and Safety along with any other roles it feels are required.
Strategic Responsibilities	The Board retains ultimate responsibility for all aspects of the Trust's work. The following responsibilities cannot be delegated, although the Board receives detailed scrutiny and recommendations from its committees. **6.1 Strategic Leadership and Planning** The Board must: • Set and champion the Trust's vision, values and strategic objectives • Approve the Trust Development Plan and monitor progress against strategic priorities • Oversee stakeholder engagement and the Trust's reputation • Approve trust growth plans and the joining of new academies following due diligence **6.2 Financial Management and Sustainability** The Board must: • Ensure regularity, propriety and value for money in the use of the Trust's funds • Take ownership of the Trust's financial sustainability and its ability to operate as a going concern • Approve the annual Trust and academy budgets and medium/long-term financial plans

	• Approve and minute a balanced in-year budget, and any significant changes to it, for the financial year to 31 August • Establish and approve Financial Regulations, including delegated financial limits and other financial procedures • Approve the Annual Report and Financial Statements, including the Trustees' Report • Appoint the Trust's bankers and internal auditors • Ensure actions arising from internal and external audit are implemented effectively • Maintain detailed oversight of the Trust Risk Register drawing on advice from the Finance, Audit & Risk Committee • Review the risk register frequently and conduct a full review of it at least annually *Detailed financial monitoring and scrutiny is delegated to the Finance, Audit and Risk Committee (see separate Terms of Reference).* **6.3 Risk Management** The Board must: • Set the Trust's risk appetite and tolerance levels • Maintain ultimate oversight of the Trust Risk Register • Ensure effective risk identification, mitigation and internal controls are in place • Receive regular assurance on the adequacy of the Trust's internal control framework *Detailed risk oversight is delegated to the Finance, Audit and Risk Committee (see separate Terms of Reference).* **6.4 Educational Performance and Standards** The Board must: • Approve the Trust's educational strategy and key performance indicators • Hold the executive team to account for pupil outcomes and educational performance across all academies • Ensure academies are inspection-ready (Ofsted/SIAMS) and monitor post-inspection action plans • Approve the Trust SEND strategy and policy • Approve Published Admission Numbers for each academy and undertake/oversee admissions consultations when required (when changes are proposed or at least every seven years) *Detailed educational oversight is delegated to the Education Committee (see separate Terms of Reference).* **6.5 Safeguarding** The Board has a statutory duty to: • Safeguard and promote the welfare of children • Have regard to statutory safeguarding guidance including Keeping Children Safe in Education • Ensure the suitability of staff, supply staff, volunteers and contractors

	• Receive regular safeguarding reports and ensure concerns are escalated and addressed • Monitor safeguarding training compliance across the Trust **6.6 Human Resources and Organisational Development** The Board must: • Appoint the Chief Executive Officer (Accounting Officer), Chief Financial Operating Officer and Head of Governance • Approve the appointment of Headteachers/Heads of School in line with Trust procedures • Establish the framework for executive performance management and conduct the CEO appraisal (through an appointed panel) • Approve Trust-wide strategies for staff wellbeing, recruitment and retention, and professional development • Approve proposals for major restructuring and redundancy affecting more than five staff, ensuring legal compliance and consultation *Detailed HR oversight is delegated to the Staff, Pay and Conditions Committee (see separate Terms of Reference).* **6.7 Estates and Capital** The Board must: • Approve the Trust Estates Strategy and capital investment priorities • Approve Capital Improvement Fund (CIF) bids • Approve the acquisition, leasing or disposal of land and buildings • Oversee health and safety compliance across the Trust estate • Approve strategic plans for IT infrastructure and monitor cybersecurity controls *Detailed estates oversight is delegated to the Finance, Audit and Risk Committee (see separate Terms of Reference).* **6.8 Policies and Compliance** The Board must: • Approve trust-wide policies as per the Trust Policy Schedule • Ensure consistent implementation of policies across all academies • Ensure compliance with all regulatory, statutory and contractual requirements **6.9 Church School Responsibilities** For the Trust's Voluntary Controlled primary academies, the Board must: • Ensure compliance with requirements for religious education and collective worship as set out in the Funding Agreement • Maintain appropriate relationships with the Diocese of Oxford and have due regard for the Diocesan strategy • Ensure foundation Trustees and foundation Governors are appointed in accordance with the Articles of Association • Ensure SIAMS inspection readiness and monitor the implementation of post-inspection action plans The Board will maintain oversight of the Trust's compliance with safeguarding, health and safety and data protection requirements and to receive regular assurance from

	committees and school leaders regarding the effectiveness of arrangements, controls and statutory compliance.
Accountability	**Public Information** The Trust must publish on its website: • Up-to-date details of its governance arrangements in a readily accessible format, including the register of business and financial interests for members, trustees, local governors and the accounting officer • For each trustee, their attendance records at board and committee meetings over the last academic year The Trust must make available on request for public inspection: • The agenda for every meeting of the trustees • The approved minutes of each meeting • Any report, document or other paper considered at meetings Terms of Reference Trust Board • Any other information as may be required by the DfE or other regulatory bodies **Annual Accounts** The Trust must maintain adequate accounting records and prepare an annual report and accounts which must be audited and: • Submitted to DfE by 31 December • Published on the trust's website by 31 January • Filed with Companies House by 31 May • Provided to every member and to anyone who requests a copy Terms of Reference Trust Board **Reporting to Members** The Board will provide regular reports to Members on the Trust's performance, financial position and strategic progress. The Board will hold an Annual General Meeting for Members.
Review	These Terms of Reference shall be reviewed annually by the Board, or during the year should guidance change, and amended as necessary to ensure they remain fit for purpose and compliant with statutory requirements. Any amendments must be approved by the Board and, where applicable, by the Members through ordinary or special resolution as required by the Articles of Association. The Board can recommend amendments to the Articles of Association to Members and should keep them under periodic review.

Terms of Reference for the Chair of Trustees	
The chair of a school trust board has a vital role in setting the highest expectations for professional standards of governance and accountability and providing confident, visionary strategic leadership to the trust. They lead by example, setting the tone from the top. They are the key link between the trustees, with legal and strategic responsibility for the trust, and the CEO and senior team who are responsible for day-to-day operations. The chair leads on setting and championing a clear strategy that aligns with the trust's charitable objects, covers all pillars of trust quality and, where applicable and appropriate, sets out its aspirations for growth over time.	
Term of office	Succession planning is the key to future-proofing the board and ensuring it remains fit for purpose. While there is no set guidelines on the optimal length of time that a chair should remain in role, good practice suggests that chairs should not overstay their time on the board, as this can hamper their ability to be objective. The nine-year milestone is the point at which the UK Corporate Governance Code stipulates that serious justification is needed to show that a non-executive director continues to be independent.
Responsibilities	**Strategic leadership** • Knowledge of national and regional educational priorities and the implications of these for the board and the trust. • Ability to think strategically about the future direction of the trust and able to identify the steps needed to achieve goals. • Ability to provide effective leadership of organisational change even when this is difficult • Ability to lead board meetings in a way which embodies the culture, values and ethos of the trust. • Ability to ensure that different perspectives, viewpoints and dissenting voices are properly taken into account and recorded. • Ensures the board seeks guidance from executive leaders and from the trust's governance professional before the board commits to significant or controversial courses of action. • Sufficient independence from the executive leadership to allow scrutiny of both their performance and organisational performance overall. • Ensures meaningful engagement with stakeholders to inform decision making and ensure the trust is anchored in the needs of the communities it serves and the wider educational system. • Ability to communicate clearly with colleagues, parents and carers, partners and other agencies and checks that their message has been heard and understood. • Ability to lead the board and challenges leaders appropriately in setting risk appetite and tolerance. • Leads by example to avoid, declare and manage conflicts of interest. • Ability to work closely with trustees, the governance professional and accounting officer to plan an efficient and effective programme of work leading to well-informed and well considered decisions.

	Educational standards, financial performance and performance management • Ability to understand and promote the importance of data interrogation to hold executive leaders to account. • Ability to ensure the board holds executive leaders to account for financial and business management, in order to deliver educational outcomes. • Confident in providing strategic leadership to the board during periods of scrutiny. **People** • Enables the board to work as an effective team by developing strong working relationships between trustees and creating a culture where differences are aired and resolved. • Ensure executive and non-executive leaders have sufficient expertise to fulfil their functions, accessing independent expert advice when required. • Understands the importance of succession planning to the ongoing effectiveness of both the board and the trust. • Ability to ensure new trustees are helped to understand their non-executive leadership role, the role of the board and the vision and strategy of the organisation enabling them to make a full contribution. • Sets high expectations for conduct and behaviour for all those in governance and is an exemplary role model in demonstrating these. • Creates an atmosphere of open, honest discussion where it is safe to constructively challenge conventional wisdom and creates a sense of inclusiveness where each trustee understands their individual contribution to the collective work of the board. • Promotes and fosters a supportive working relationship between the board, clerk/governance professional, executive leaders, staff of the organisation and external stakeholders. **Structures and compliance** • Understands the importance of non-executive leadership roles and is able to lead discussions and decisions about what functions to delegate. • Ability to set sufficiently high expectations of the trust's governance professional, ensuring the board is compliant with the regulatory frameworks for governance and charity and company law. • Ensures the board receives appropriate training and development. **Self-evaluation and performance management** • Ability to lead on effective, purposeful and developmental management of the accounting officer, setting clear objectives and ensuring high performance. • Ability and willingness to actively invite feedback on their own performance as chair. • Ability to put the needs of the board and trust first and is willing to step down or move on at the appropriate time. • Ability to set challenging development goals and work effectively with the board to meet these goals. • Ability to lead performance review of the board and its committees. • Ability to have open and honest conversations with board members about their performance and development needs, and if appropriate, about their commitment or tenure.

Seven principles of public life (The Nolan Principles)	The seven principles of public life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies, and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources. The principles also apply to all those in other sectors delivering public services, including the trustees and executive leaders of school trusts. 1. **Selflessness**. Holders of public office should act 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 to the public for their decisions and actions 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 and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

Terms of Reference for Summit Education & Standards Trust Boards' Education Committee	
Purpose	To provide robust oversight, support and challenge of educational performance, standards and outcomes across all academies in the Trust, ensuring consistently high-quality and inclusive education in line with the Trust's vision and strategic objectives.
Authority	The Education Committee is a Committee of the Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. The Education Committee is authorised to: • Maintain oversight of monitoring and evaluating pupil progress and attainment and the quality of teaching • Ensuring the Trust provides a consistently high quality learning experience and delivers a broad and balanced curriculum in keeping with the Trust's aims and vision, all pupil needs and legal requirements. • Advise the Board of Trustees on the adequacy and effectiveness of the areas highlighted within the Responsibilities
Meetings	**Membership** • Minimum of 3 trustees (to include at least one trustee with recent and relevant education expertise) • The CEO (ex-officio) • Co-opted members with relevant expertise may be appointed by the Board • A majority of members must be trustees • The committee will meet 3 times a year The Board will appoint a Chair of the Committee annually. The CEO cannot chair the Committee. **Attendance:** The Chief Financial & Operating Officer, Headteachers and other executive leaders may be invited to attend for specific items. **Quorum:** 3 members, of whom at least 2 must be trustees. **Clerk:** The Committee will be clerked by the Head of Governance
Responsibilities	**Standards and Performance:** • Monitor pupil outcomes and progress across all academies, including analysis by vulnerable and key groups (including pupils with SEND and disadvantaged pupils) • Scrutinise Academy Improvement Plans and KPIs; track progress and impact • Review and challenge data on attendance, behaviour and exclusions • Monitor the quality of teaching and learning through reporting from executive leaders • Ensure academies are inspection-ready; monitor post-inspection action plans **Curriculum and Learning:** • Oversee the impact of the Trust's curriculum design and implementation • Monitor the quality and breadth of curriculum provision, including enrichment • Review the effectiveness of SEND provision and outcomes for pupils with SEND • Oversee RSHE/PSHE provision and ensure statutory compliance • For VC primaries: monitor the quality of RE and collective worship in line with church school requirements **Inclusion:** • Monitor the impact of the Trust wide Inclusion Strategy

	• Review the impact of Pupil Premium Funding and Sports Funding across the Trust and outcomes for SEND pupils • Monitor the use and impact of Pupil Premium and other additional funding • Ensure effective strategies are in place to support disadvantaged pupils and close attainment gaps • In exercising its functions, the Committee will have due regard to the Public Sector Equality Duty and the Trust's commitment to inclusive education **Behaviour and Student Welfare:** • Receive termly reports from each academy • Ensure pupils missing education are identified and appropriate action taken • Oversee pupil voice mechanisms and personal development provision and how **Safeguarding, Health & Safety and Data Protection** • To receive assurance regarding safeguarding arrangements across the Trust, including the effectiveness of safeguarding practice, safer recruitment, safeguarding training compliance, statutory safeguarding requirements and any significant safeguarding risks or incidents. • To provide assurance to the Trust Board that safeguarding responsibilities are being effectively discharged across all schools. **Reporting:** • Provide a written report to each Board meeting summarising key issues, risks, patterns, trends and recommendations • Escalate any matters of significant concern to the Board immediately, rather than waiting for the next scheduled report. •
Decision making	Decisions are made by majority vote. In the event of a tied vote, the Chair has a casting vote. The Committee will make recommendations to the Board on: • Trust Academy Improvement Strategy and KPIs • Inclusion and SEND strategies and policies • Curriculum frameworks • Admissions arrangements and Published Admission Numbers
Review	These Terms of Reference will be reviewed annually and any amendments approved by the Board.

Terms of Reference for Summit Education Trust Boards' Finance, Audit & Risk Committee	
Purpose	To provide detailed oversight of the Trust's financial management, ensure robust internal controls, oversee audit arrangements and maintain strategic oversight of risk management across the Trust.
Authority	The Committee is established as the Trust's Finance Audit and Risk Committee (FAR) in accordance with the Academy Trust Handbook. It operates with delegated authority from the Board as set out in the Scheme of Delegation. The Committee has no executive powers and cannot commit the Trust to expenditure except where explicitly delegated in the Scheme of Delegation.
Meetings	**Membership** • Minimum of 3 trustees with no upper limit • At least one member must have recent and relevant finance qualifications or experience • The CEO and Chief Financial & Operating Officer (CFOO) cannot be voting members but will attend meetings • The Chair of the Board should not chair this Committee • Co-opted members with relevant expertise (e.g., accountancy, audit, risk management) may be appointed • A majority of members must be trustees The Board will appoint a Chair of the Committee annually. **Attendance:** The external auditor, internal auditor/responsible officer, and other executive leaders may be invited to attend for specific items. **Quorum:** 3 members, of whom at least 2 must be trustees. **Clerk:** The Committee will be clerked by the Head of Governance (not the CFOO). The Committee will meet at least once per term (minimum 3 times per year), with at least one meeting timed to review the annual accounts and external audit findings, noting the importance of meeting during the budget build process. The Committee will meet privately with the external and internal auditors at least annually, without executives present.
Responsibilities	**Financial Planning and Monitoring:** • Review detailed monthly management accounts and cashflow forecasts sent monthly to Chair of FAR and CEO and at least five times a year to the FAR committee • Scrutinise budget monitoring reports and significant variances • Review and recommend the annual budget and medium/long-term financial plans to the Board • Monitor the financial position of each academy and the Trust overall • Assess going concern status and financial sustainability

	• Review and recommend the Trust's Financial Regulations and Scheme of Financial Delegation to the Board, ensure delegated financial authorities are complied with, and segregation of duties maintained **Value for Money and Procurement:** • Ensure procurement processes are competitive, deliver value for money, has controls around fraud and theft and complies with Financial Regulations Policy • Review significant contracts and tenders as defined in the Financial Regulations • Monitor the Trust's approach to achieving value for money • Receive and challenge benchmarking activities and ensure efficiency measures **Audit:** • Recommend the appointment of external auditors to the Board (and Members where required) • Oversee the external audit process and review the audit findings and management letter • Hold Exec Team to account for audit recommendations are implemented and monitor progress • Recommend the appointment of internal auditors/responsible officer to the Board • Agree the internal audit programme to deliver internal scrutiny that provides coverage across the year, agree who will perform the work and consider their reports and the trust's progress in addressing recommendations • Review the adequacy and effectiveness of internal controls and risk management systems • Ensure regular updates are provided to the committee by the internal scrutineers carrying out the programme of work and that findings are made available to all trustees promptly **Risk Management:** • Maintain detailed oversight of the Trust Risk Register (overall responsibility for risk management, including ultimate oversight of the risk register, is retained by the board, drawing on advice provided to it by this committee) ensuring it covers the full operations and activities of the trust, not only financial risks • Review risk identification, assessment and mitigation strategies - review the ratings and responses on the risk register to inform the programme of work • Monitor the effectiveness of controls for key risks • Advise the Board on risk appetite and tolerance levels • Ensure that risks are being addressed appropriately • Ensure business continuity and disaster recovery plans are in place • Communicate priority risk areas to Local Governing Boards to consider • Take account of output from other assurance procedures to inform the programme of work – for example external audit and DfE reviews - ensure the programme of work is spread appropriately over the year so higher risk areas are reviewed in good time **Estates and Capital:** • Review the Trust Estates Strategy and capital investment plans • Monitor capital projects and CIF bids • Oversee health and safety compliance reporting • Review IT infrastructure plans and cybersecurity controls • Review assets including fixed asset register **Compliance:** • Ensure compliance with the Academy Trust Handbook and Funding Agreements • Monitor compliance with financial regulations, company and charity law

	• Review related party transactions and ensure proper disclosure • Oversee the annual accounts process and recommend accounts to the Board for approval • Ensure statutory returns and filings are completed on time **Safeguarding, Health & Safety and Data Protection** • To receive assurance regarding compliance with health and safety legislation and the Trust's Health and Safety Policy, including accident trends, significant incidents, audits and regulatory actions. • To receive assurance regarding compliance with Data Protection legislation, including UK GDPR requirements, data breaches, complaints, ICO correspondence and training compliance • To provide assurance to the Trust Board regarding the effectiveness of the Trust's systems of internal control in relation to health and safety, data protection and statutory compliance **Reporting:** • Provide a written report to each Board meeting summarising financial position, audit matters, risk and key recommendations • Contribute to the Trusts an annual report on the Committee's work, including a statement on the adequacy of internal controls including financial and non-financial controls and management of risks • Escalate urgent financial or risk concerns to the Board immediately
Decision making	Decisions are made by majority vote. In the event of a tied vote, the Chair of the committee has a casting vote. The Committee will make recommendations to the Board on all matters reserved to the Board, including budgets, accounts, audit appointments and major financial decisions.
Review	These Terms of Reference will be reviewed annually and any amendments approved by the Board.

Terms of Reference for Summit Education Trust Boards' Staff, Pay & Conditions Committee	
Purpose	To oversee the Trust's human resources strategy, ensure fair and effective pay and performance management arrangements, and promote staff wellbeing, recruitment and retention across the Trust.
Authority	The Committee is established under the Trust's Articles of Association and operates with delegated authority from the Board as set out in the Scheme of Delegation.
Meetings	**Membership** • Minimum of 3 trustees • The CEO may attend but cannot be a member or vote on matters affecting their own pay or performance • Co-opted members with relevant HR expertise may be appointed by the Board • A majority of members must be trustees The Board will appoint a Chair of the Committee annually. **Attendance:** The CFOO, HR lead and Headteachers may be invited to attend for specific items (but will withdraw for confidential staffing matters). **Quorum:** 3 members, of whom at least 2 must be trustees. **Clerk:** The Committee will be clerked by the Trust's Head of Governance. **Meetings** The Committee will meet at least 3 times per year, with meetings timed to align with: • Annual pay review cycle (autumn term) • CEO performance management cycle • Strategic HR planning and policy review Additional meetings may be convened as required for urgent staffing matters. Agendas and papers will be circulated at least 7 days in advance of meetings.

Responsibilities	**Pay and Performance Management:**
	• Oversee the implementation of the Trust pay policy across all academies
	• Review and recommend annual pay awards to the Board (where this exceeds delegated limits)
	• Monitor the outcomes of performance management across the Trust
	• Ensure pay decisions are fair, transparent and affordable within budget
	• Review and approve pay progression for the CEO (following appraisal by the appointed panel)
	• Oversee the framework for Headteacher performance management and review outcomes
	• Ensure performance management arrangements comply with relevant legislation and guidance
	HR Strategy and Workforce Planning:
	• Develop and recommend Trust-wide HR strategies to the Board, including:
	  ○ Recruitment and retention
	  ○ Staff wellbeing and workload management
	  ○ Professional development and career progression

	○ Equality, diversity and inclusion • Monitor workforce data including turnover, absence, recruitment and retention metrics • Review workforce planning across the Trust to ensure sustainability • Oversee succession planning for key leadership roles **Staffing Structure and Appointments:** • Recommend major restructuring proposals to the Board (affecting more than 5 staff) • Oversee the process for appointing senior leaders (CEO, CFOO, Headteachers) • Approve staffing structures within delegated limits • Ensure fair and lawful processes are followed for redundancy and restructure **Policies and Compliance:** • Review and recommend HR policies to the Board for approval, including: ○ Pay policy ○ Performance management policy ○ Capability and disciplinary procedures ○ Sickness and absence management ○ Safer recruitment policy • Ensure compliance with employment law, safeguarding requirements and equalities legislation • Monitor the effectiveness of safer recruitment practices **Staff Wellbeing and Development:** • Monitor staff wellbeing initiatives and their impact • Review staff survey results and ensure action plans are implemented • Oversee professional development provision and ensure alignment with Trust priorities • Promote a positive workplace culture aligned with Trust values **Appeals and Grievances:** • Hear appeals against pay, capability, disciplinary and grievance decisions where these are escalated to Trust level (in accordance with relevant policies) **Safeguarding, Health & Safety and Data Protection** • To receive assurance regarding workforce-related statutory compliance, including safer recruitment, mandatory employment checks, staff disciplinary processes, grievance procedures and training requirements. **Reporting:** • Provide a written report to each Board meeting summarising key HR matters, pay decisions and recommendations • Produce an annual report on the Committee's work • Escalate urgent staffing risks or concerns to the Board immediately
Decision making	Decisions are made by majority vote. In the event of a tied vote, the Chair has a casting vote. Members must withdraw from discussions where they have a conflict of interest (e.g., matters affecting their own employment or that of a family member). The Committee will make recommendations to the Board on matters reserved to the Board, including Trust-wide HR strategy, major restructuring and senior appointments.
Confidentiality	All staffing matters discussed by the Committee are confidential. Members must adhere to data protection requirements and the trustee code of conduct.

Review	These Terms of Reference will be reviewed annually and any amendments approved by the Board.

Terms of Reference for the Local Governing Board	
Purpose	The Local Governing Board (LGB) provides local oversight and accountability for the schools within Summit Education Trust's governance framework. The LGB acts with delegated authority from the Trust Board to ensure the academy delivers high-quality inclusive education in line with the Trust's vision, values and strategic objectives, whilst reflecting the needs and context of the local community it serves. The LGB is not an independent governing board, it is a committee of the Trust Board. For the Voluntary Controlled Church of England primary academy, the LGB also ensures the academy's distinctive Christian character is maintained and developed in accordance with the Trust's Funding Agreement and the requirements of the Diocese of Oxford.
Legal & Regulatory Framework	The LGB operates in accordance with: • The Trust's Articles of Association and Scheme of Delegation • The Academy Trust Handbook and Funding Agreement • Company and charity law as applicable to the Trust • Applicable education, safeguarding and data protection legislation • Statutory guidance including Keeping Children Safe in Education • **Secondary academies:** Careers guidance requirements (Gatsby Benchmarks) and statutory guidance on relationships and sex education • **Primary VC academies:** Requirements for religious education and collective worship, Diocesan guidance and SIAMS framework
Membership	**Composition** The LGB shall comprise: • A minimum of 2 Parent Local Governors must be ▪ elected unless those standing are less than the number of vacancies then they shall be appointed by the Trustees ▪ if elected it is done so by a secret ballot where any Parent of a registered pupil at the Academies overseen by the LGB shall be eligible to vote. ▪ a Parent of a registered pupil at one or more of the Academies overseen by the LGB at the time when they are elected or appointed. • Primary VC academies: Foundation governors appointed by the Diocese of Oxford (as specified in the Articles of Association) • Trustee appointed local governors appointed by the Trustees • Total membership: typically, 8-12 Headteacher/Head of School/Director of Primaries and Senior Leaders will be non-voting members of the LGB. **Skills and Experience** The LGB should identify the skills and experience it needs to effectively fulfil its role, including knowledge of education, SEND, safeguarding, and the local community. Primary academies should seek: Knowledge of primary and early years education; for VC academies, understanding of church school distinctiveness.

	Secondary academies should seek: Knowledge of secondary education, post-16 education pathways, curriculum breadth and transition to further/higher education or employment. **Chair and Vice-Chair** The Trust Board will elect a Chair and Vice-Chair annually from among the governors. All other governors will be appointed by the LGB governors already in post and ratified by the Trust Board. The Headteacher/Head of School/Director of Primaries and staff governors are not eligible to be Chair or Vice-Chair. **Term of Office** Governors serve a four-year term of office and may be reappointed/re-elected. The Trust Board may remove a governor if they fail to attend meetings or fulfil their duties. **Standards of Conduct** Governors will: • Adopt, sign and follow the Trust's code of conduct • Adhere to The Seven Principles of Public Life • Declare any conflicts of interest and withdraw from discussions where appropriate • Complete and maintain entries in the register of business and pecuniary interests **Safeguarding and Training** All governors must: • Have an enhanced DBS certificate • Complete safeguarding and Prevent duty training on appointment and undertake regular updates • **Secondary governors:** Complete additional training on online safety and peer-on-peer abuse • Undertake induction training and ongoing development appropriate to their role • Read and understand Part One of Keeping Children Safe in Education annually • **Secondary governors:** Also read and understand Annex B of Keeping Children Safe in Education annually **LGB Effectiveness** The LGB will undertake an annual self-evaluation of its effectiveness, reporting outcomes to the Trust Board via the Education Committee. This will inform governor development priorities and succession planning. **Governance Professional** The LGB will be clerked by a Governance Professional appointed by the Trust, responsible for ensuring meetings are properly convened, papers circulated, minutes taken, actions tracked and providing advice on governance matters and procedural compliance.
Meetings & Procedures	**Frequency** The LGB must meet at least once per short term (minimum 6 times per academic year). **Notice and Papers** Agendas and papers must be sent out with seven clear days' notice. Papers should be circulated in advance to allow proper preparation and effective scrutiny. **Remote Attendance**

	Governors may participate in meetings via Microsoft Teams, ensuring all participants can communicate effectively. **Quorum** The quorum shall be one-third of the total membership (rounded up), with a minimum of three governors. **Decision-Making** Decisions are made by majority vote. Each governor has one vote. In the event of a tied vote, the Chair has a casting vote. **Urgent Decisions** Where urgent decisions are required between scheduled meetings, the Chair may convene an extraordinary meeting or, where appropriate and with Trust approval, decisions may be taken by written resolution.
Delegated Authority	The LGB operates within the authority delegated by the Trust Board as set out in the Scheme of Delegation. The LGB has no authority to act outside this delegation. **The LGB does NOT have authority over:** • Trust-wide strategy, vision or strategic objectives • Financial matters reserved to the Trust Board or Finance, Audit & Risk Committee • Trust-wide policies (though may recommend amendments) • Appointment or dismissal of the Headteacher/Head of School/Director of Primaries • Significant capital projects or estate matters • Major restructuring affecting more than 5 staff • Matters reserved to the Trust Board in the Scheme of Delegation • Monitoring staff wellbeing, workload and absence data – this will be undertaken by the Staff, Pay & Conditions committee • Ensuring performance management arrangements are effective – this will be undertaken by the Staff, Pay & Conditions committee
Responsibilities	The LGB provides local oversight and accountability in the following areas: **Strategic Local Leadership** The LGB will: • Ensure the Trust's vision, values and strategic objectives are implemented effectively at academy level • Contribute to the development of the Academy Improvement Plan in partnership with the Headteacher/Head of School/Director of Primaries • Monitor progress against the School Improvement Plan and agreed KPIs • Provide local context and community insight to inform academy priorities • Act as ambassadors for the academy in the local community • Primary VC academies: Ensure the Christian distinctiveness and ethos of the academy is maintained and developed **Educational Standards and Outcomes** The LGB will: • Monitor student outcomes, progress and attainment data across all key stages, including for vulnerable groups (SEND, disadvantaged, EAL, and for secondary, looked after children) • Secondary academies: Scrutinise Progress 8, Attainment 8 and EBacc entry/achievement data • Scrutinise the quality of teaching and learning through Headteacher/Head of School/Director of Primaries reports and academy visits

	• Monitor the breadth, balance and impact of the curriculum, including:
	  ○ Primary academies: The early years curriculum
	  ○ Secondary academies: EBacc uptake and achievement, curriculum pathways and options at KS4, provision for more able students, literacy and numeracy across the curriculum
	• Oversee the effectiveness of interventions and support for students who are falling behind
	• Monitor attendance and punctuality data and challenge persistent absence, particularly for vulnerable groups in secondary
	• Review behaviour data, including exclusions (fixed-term and permanent), and ensure the behaviour policy is applied fairly and consistently
	• Ensure the academy is inspection-ready and monitor implementation of any post-inspection action plans
	• Primary VC academies: Monitor the quality and impact of RE and collective worship; prepare for SIAMS inspection
	• Secondary academies: Monitor student destinations data (post-16 progression)
	Pupil Premium and Disadvantaged Students
	The LGB will:
	• Monitor the academy's Pupil Premium strategy and its impact on closing attainment gaps (particularly at KS4 for secondary academies)
	• Ensure effective use of other additional funding:
	• Primary academies: PE & Sport Premium, catch-up funding
	• Secondary academies: Catch-up funding, recovery premium
	• Challenge the Headteacher/Head of School/Director of Primaries on the effectiveness of strategies to support disadvantaged students' progress and destinations (secondary)
	• Secondary academies: Monitor the participation of disadvantaged students in enrichment, leadership opportunities and post-16 pathways
	SEND
	The LGB will:
	• Appoint a SEND link governor
	• Monitor the quality and impact of SEND provision across KS3 and KS4 (secondary) or including early years (primary)
	• Ensure the academy meets its duties under the SEND Code of Practice
	• Monitor outcomes and destinations (secondary) for students with SEND
	• Ensure effective use of SEND funding and provision for students with EHCPs (particularly secondary)
	• Secondary academies: Monitor the accessibility of the curriculum and examinations for students with SEND
	Careers Education, Information, Advice and Guidance (Secondary academies only)
	The LGB will:
	• Appoint a careers link governor
	• Monitor the academy's careers programme against the Gatsby Benchmarks
	• Ensure all students receive impartial careers guidance
	• Monitor student destinations to further education, apprenticeships, training and employment
	• Ensure the academy meets its statutory duty to provide access to approved technical education providers and apprenticeship providers
	• Monitor the effectiveness of work experience and employer engagement
	Safeguarding and Student Welfare
	The LGB has a critical role in safeguarding and will:

	• Appoint a safeguarding link governor
	• Receive termly safeguarding reports from the Headteacher/Head of School/Director of Primaries/Designated Safeguarding Lead
	• Monitor safeguarding training compliance for all staff
	• Ensure the academy's safeguarding policy and procedures are effective and compliant with KCSIE
	• Monitor the single central record (SCR) through regular audits
	• Ensure students missing education are identified and appropriate action taken
	• Monitor safeguarding concerns, referrals and early help interventions (anonymised data)
	• Secondary academies - particular attention to:
	  ○ Peer-on-peer abuse (including sexual harassment and sexual violence)
	  ○ Online safety
	  ○ Child sexual exploitation and child criminal exploitation
	  ○ Mental health concerns
	  ○ Radicalisation and extremism (Prevent duty)
	• Ensure student voice is heard and acted upon
	• Oversee provision for students' mental health and wellbeing, including access to counselling (particularly secondary)
	• Secondary academies: Monitor the effectiveness of relationships and sex education (RSE)
	Financial Oversight
	Within delegated limits, the LGB will:
	• Receive and scrutinise termly finance summary reports for the academy from the Finance, Audit & Risk committee
	• Report financial concerns to the Trust's Finance, Audit & Risk Committee immediately
	Staffing and HR
	The LGB will:
	• Support the Headteacher/Head of School/Director of Primaries in recruitment and retention of high-quality staff, including specialist subject teachers (secondary)
	Premises, Health & Safety
	The LGB will:
	• Appoint a Health & Safety link governor
	• Monitor the condition of the academy site and report maintenance issues to the Trust
	• Ensure health and safety compliance through regular reports
	• Conduct termly health and safety walks
	• Contribute to the development of the academy's estate priorities within the Trust Estates Strategy
	• Secondary academies: Monitor the suitability of specialist facilities (e.g., science labs, DT workshops, sports facilities)
	Policies
	The LGB will:
	• Implement and monitor Trust-wide policies at academy level
	• Recommend amendments to Trust policies based on local experience
	• Approve academy-level policies as delegated in the Scheme of Delegation (e.g., behaviour, uniform)
	• Ensure policies are consistently applied and communicated to parents, carers and students/staff

	• Secondary academies: Ensure the RSE policy reflects parental consultation **Stakeholder Engagement** The LGB will: • Engage with parents, carers, students (secondary) and the local community • Ensure effective communication between the academy and its stakeholders • Monitor and respond to parental feedback and concerns • Oversee the academy's approach to parental engagement • Primary VC academies: Maintain effective relationships with the parish, diocese and local church community • Secondary academies: Engage with student voice (e.g., school council) and ensure student views inform decision-making; build relationships with local employers, post-16 providers and community organisations **Admissions** The LGB will: • Implement the Trust's admissions policy • Contribute to consultations on Published Admission Numbers • Monitor in-year admissions and the use of the academy's capacity • Ensure fair access and compliance with the School Admissions Code • Secondary academies: Monitor the effectiveness of transition arrangements from primary schools **Complaints** The LGB will: • Ensure parents have access to the Trust's complaints procedure • Hear stage 2 complaints in accordance with the Trust's complaints policy (where delegated) • Monitor complaints data and identify themes or areas for improvement
Reporting & Accountability	**Reporting to the Trust Board** The LGB will include: • Educational standards and outcomes • Safeguarding • Pupil premium impact • SEND provision • Attendance and behaviour • Key risks and concerns • Academy Improvement Plan progress Primary VC academies also include: • RE, collective worship and Christian distinctiveness Secondary academies also include: • Progress 8, Attainment 8, EBacc data • Careers provision and student destinations • Peer-on-peer abuse and online safety The LGB will: • Escalate urgent concerns to the Trust Board immediately • Participate in Trust-wide governance reviews and share best practice • Receive reports and seek assurance that statutory requirements relating to safeguarding, health and safety and data protection are being effectively implemented within the school. • Escalate any significant compliance concerns or risks to the Trust Board through the agreed reporting arrangements. **Public Information**

	The LGB will ensure the following information is published on the academy website or Trust website as appropriate:
	• LGB membership and governor roles
	• Governor attendance records
	• Minutes of LGB meetings (excluding confidential items)
	• Register of governor business interests
	• Academy-specific information required by statute:
	  ○ All academies: Pupil Premium strategy, SEND information report
	  ○ Primary academies: PE & Sport Premium impact
	  ○ Secondary academies: Careers programme information, RSE policy

Governor Monitoring	Governors will conduct regular visits to the academy to: • Monitor progress against Academy Improvement Plan priorities • Understand the academy's strengths and areas for development • Build relationships with staff and students • Observe safeguarding practice • Gather evidence to inform strategic discussions • Understand curriculum delivery and student experience All visits must be planned in advance with the Headteacher/Head of School/Director of Primaries, have a clear focus, and be followed by a written report to the LGB.
Review	These Terms of Reference shall be reviewed annually by the LGB and approved by the Trust Board. Any amendments must be consistent with the Trust's Scheme of Delegation and approved by the Trust Board.