

Governing Board Terms of Reference 2019 - 2020

Agreed: October 2019
Review: October 2020





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Full Governing Board

James Brindley Academy is a company limited by guarantee and an exempt charity. Trustees are subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State agrees with them. The trustees must act in accordance with the law, articles of association and funding agreement. Particular regard must be given to the Academies Financial Handbook and Keeping Children Safe in Education.

The three core functions of the Governing Board are:

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

James Brindley's Governing Board discharges its responsibilities through statutory committees and local committees as detailed in the Terms of Reference. There are some powers and duties that will not be delegated in this way, although a single issue panel may be formed with Governing Board approval.

- The appointment of the Principal or Vice-Principal and the setting of their pay.
- Approval of the Annual Financial Accounts.
- Approve the budget plan on an annual basis.
- Approve leases (added 10.2.2020)
- Appoint external auditors, when appropriate, in accordance with Companies Act 2006.
- Approve limits to settlement claims in tribunals as required by the academy solicitors.
- Approval of the policy review schedule and the policies owned by the FGB such as the financial regulations.
- Approval of the Academy Development Plan.
- Approval of the risk register.
- Agree the GB committee structure and the appropriate terms of reference.
- Promote high standards of Health and Safety throughout the academy.
- Ensure adequate insurances are in place.
- Undertake governance reviews.
- To appoint committee chairs and vice chairs if the committee is unable to do this itself.

Membership: The Board shall consist of up to 1 member appointed trustee, 2 parent trustees, up to 3 staff trustees up to 9 community trustees and the Principal. 2 extra co-opted trustees may be appointed. Employees may not exceed 1/3 of the total number of trustees.

Quoracy: Meetings shall be quorate when there are 3 trustees, or, where greater, any third (rounded up) of total trustees. Voting is by simple majority, except for appointments/removals of trustees when a 2/3 majority is required.

Meetings: 1 per half term and as required.

Minutes: The committee shall be supported by the Company Secretary. Discussions, decisions and actions shall be recorded in minutes. The non-confidential minutes will be distributed to all trustees and staff.

Chairing: The Chair and Principal will be responsible for drawing up the agenda with the Company Secretary for distribution to all trustees. The Board shall elect a Chair and two Vice-Chairs on an annual basis.



Governance Leadership

The remit of this committee of the Governing Board is to exercise powers and responsibilities in respect of governance leadership matters unless prevented from doing so by the Articles of Association, funding agreement or by a specific decision of the Governing Board.

This committee will on behalf of the Governing Board:

- Monitor the progress of work being undertaken by committees and individuals (to include the governance action plan)
- Keep under review arrangements for trustee visits
- Manage the risk register

Membership: The committee shall consist of the Chair, Vice-Chairs, the Principal and Vice-Principal.

Quoracy: Meetings shall be quorate when a decision is made by at least 3 members of the committee where there is no conflict of interest.

Meetings: 1 per term and as required.

Reporting to: The Committee shall report to the Governing Board decisions made and any recommendations on which the Full Governing Body needs to vote.

Minutes: The committee shall be supported by the Company Secretary. Discussions, decisions and actions shall be recorded in minutes. The minutes will be distributed to members of the committee.

Chairing: The Chair and Principal will be responsible for drawing up the agenda with the Company Secretary for distribution to all members. The committee will be chaired by the Chair of the Governing Board.



Curriculum and Standards Committee

The remit of this committee of the Governing Board is to exercise powers and responsibilities in respect of curriculum matters and monitoring teaching standards (unless prevented from doing so by the Articles of Association or by a specific decision of the Governing Board).

This committee will on behalf of the Governing Board:

- Monitor and evaluate the scope of the curriculum at James Brindley ensuring it is broad, balanced and relevant to the needs of the pupils.
- Monitor the right of each young person, irrespective of social background, culture, race, gender and differences in ability and disabilities, to the appropriate number of areas of learning so as to develop the knowledge, understanding, skills and attitudes necessary for their self-fulfilment and development as an active and responsible citizen.
- Monitor the quality of teaching and learning and assessment and ensure it is fit for purpose through use of the Quality Assurance cycle.
- Monitor how well teachers are developing practice and supporting others.
- Monitor the progress and attainment of all pupils through internal and external data.
- Monitor pupil transition to their next setting.
- Monitor the delivery of the relevant Academy Development Plan objectives.
- Review policies that relate to the curriculum and assessment and make recommendations to the relevant committees. Approve policies as delegated by the Governing Board.
- Hear complaints about the curriculum and assessment in accordance with academy policy.
- Initiate and discuss potential strategic school developments across all of the sites including new admissions, potential new developments, projects, opportunities regarding bids, etc. to enable the strategic development of the trust.
- Take account of health and safety when ratifying policies, making decisions and implementing major projects that affect the school.

Membership: The committee shall consist of at least 3 trustees plus the Principal plus the Assistant Principal (Curriculum, Teaching and Assessment). Observers (without voting rights) may be invited to attend on a regular basis by the Principal or Chair.

Quoracy: No decision may be made by less than 3 trustees of the committee. (No vote on any matter shall be taken at a meeting of a committee of the trustees unless the majority of members of the committee present are trustees).

Meetings: 1 per half term

Reporting to: The Curriculum and Standards Committee will report to the Full Governing Board through the Governing Board report following any main decisions taken and any recommendations on which the Full Governing Board needs to vote.

Minutes: The minutes will be taken and typed by the Company Secretary and distributed to all members of the committee. They will be made available for staff to read.

Chairing: The Chair will be responsible for drawing up the agenda with the Company Secretary, Principal and Assistant Principal. The committee shall elect a Chair and a Vice-Chair on an annual basis.



Finance and Audit Committee

The remit of the finance and audit committee, a sub group of the Governing Board is to ensure that funds are used only in accordance with the law, articles of association, funding agreement and the Academies Financial Handbook.

Trustees have wide discretion over the use of James Brindley funds, which it must discharge reasonably and in a way that commands broad public support. The finance and audit committee is responsible for the proper stewardship of those funds, including regularity and propriety, and for ensuring economy, efficiency and effectiveness in their use – the three key elements of value for money.

This committee will on behalf of the Governing Board:

- Allocate personnel to the role of Accounting Officer and Chief Financial Officer.
- Review and recommend the financial regulations and a written scheme of delegation of financial powers which maintains robust internal control arrangements to the Governing Board on an annual basis.
- Approve policies as delegated by the Full Governing Board.
- Monitor income and expenditure to ensure sound financial oversight, regularity, propriety and value for money.
- Ensure that financial planning is directly linked to the James Brindley Academy Development Plan (ADP).
- Ensure adequate resources are made available to the Principal to implement effective health and safety arrangements.
- Review financial planning, monitoring and reporting to ensure ongoing financial health and a sufficient reserves balance.
- Appoint internal auditors and direct their work.
- Ensure that the information submitted to the DfE or ESFA that affects funding is accurate.
- Will authorise the budget return forecasts, and other financial returns that may be required, to the ESFA.
- Ensure that sound internal control, risk management and assurance processes are in place.
- Ensure a process for checking its financial systems, controls, transactions and risks are also in place.
- Demonstrate that James Brindley funds have been used as intended by Parliament. Ensure that all transactions and agreements are within the financial freedoms and limits that apply to academies.
- Take account of health and safety when ratifying policies, making decisions and implementing major projects that effect the academy.

Membership: The committee shall consist of at least 3 Trustees plus the Accounting Officer (Principal) and Chief Financial Officer (Head of Finance, Facilities and Development).

Quoracy: Meetings shall be quorate when a decision is made by at least 3 committee trustees (without a conflict of interest). Employees will not vote on audit matters unless there is a subsequent vote at the Full Governing Board. Audit items will be clearly marked on the agenda.

Meetings: The Committee shall meet a minimum of 6 times per year.

Reporting to: The Committee shall report to the Governing Board decisions made, any recommendations on which the Full Governing Body needs to vote and any concerns they may have about the financial position.

Minutes: The Committee shall be supported by the Company Secretary, discussions, decisions and actions shall be recorded in minutes. The minutes will be distributed to members of the committee.

Chairing: The Chair and the Chief Financial Officer will be responsible for drawing up the agenda with the Company Secretary for distribution to all members. The committee shall elect a non-staff Chair and a Vice-Chair on an annual basis. The Chair of Trustees should not be the Committee Chair.





Safeguarding, Health and Safety and Premises Committee

The remit of this committee of the Governing Board is to ensure that all possible steps are taken to keep all pupils, staff and visitors safe; in line with statutory guidance including but not limited to Keeping Children Safe in Education (unless prevented from doing so by the Articles of Association or by a specific decision of the Governing Board).

The committee is responsible for supporting and challenging the Leadership Team to ensure that the trust creates a safe environment and complies with Health and Safety legislation, Department of Education and Ofsted recommendations and advice. The committee will ensure that there is a culture of being a learning organisation and that safeguarding is placed at the heart of everything that is done.

The committee will on behalf of the Governing Board:

- Monitor Safeguarding, Data Protection and Health and Safety compliance and promote high standards in all these areas.
- Review policies that relate to Safeguarding, Health and Safety and Premises and approve policies as delegated by the Governing Board.
- Ensure that any changes to these policies are implemented and staff receive appropriate training.
- Review safeguarding, health and safety and data protection incident trends so as to have an overview of the incident risk profile and obtain assurance that lessons are being learnt.
- Ensure that the academy has a Health and Safety Statement and Health and Safety Plan.
- Ensure risk assessments are made and recorded for all activities that could constitute a risk
- At least annually review health and safety arrangements to include the provision of specialist advice.
- Review, identify, agree and monitor the asset management priorities and delivery of work to ensure that the academy estate is maintained in a safe condition.
- Receive internal and external audit reports, environmental risk assessments and incident investigation reports (including Serious Case Reviews and critical incidents) and take responsibility for the monitoring and delivery of actions agreed from the recommendations identified.
- Receive half termly reports from the Health & Safety Focus Group; ensuring the delivery of the group's work schedule.
- Monitor the delivery of the relevant Academy Development Plan objectives.
- Make recommendations to the Finance and Audit Committee and the Governing Board in relation to the funding required for Safeguarding, Data Protection and Health and Safety compliance.
- Make recommendations to the Governing Board to approve leases.
- Monitor exclusions.
- Hear complaints about Safeguarding, Health and Safety, Premises and Data Protection in accordance with academy policy.
- Make recommendations about the delegation to the Principal for taking appropriate action on behalf of the Governing Board in the event of an emergency.

Membership: The committee shall consist of at least 3 Trustees including the Safeguarding Lead Trustee (the Principal may attend), Vice Principal, Head of Finance, Facilities and Development, Facilities Manager, Assistant Principal (Safeguarding Lead & Single Point of Contact (SPoC)), Pastoral Managers (Deputy DSLs).

Quoracy: Only Trustees have voting rights. For a decision to be made 3 Trustees must be present.

Meetings: 1 per half term

Reporting to: The Safeguarding, Health & Safety and Premises Committee will report to the Full Governing Board following any main decisions taken and any recommendations on which the Full Governing Board needs to vote.



Minutes: The minutes will be taken and typed by the Company Secretary and distributed to all members of the committee. They will be made available for staff to read.

Chairing: The Chair will be responsible for drawing up the agenda with the Company Secretary and in consultation with the Vice Principal and Safeguarding Lead. The Company Secretary will distribute all papers to all members. The committee shall elect a Chair and Vice-Chair on an annual basis.



Staffing and Pay Committee

The remit of this committee of the Governing Board is to exercise powers and responsibilities in respect of staffing and pay matters unless prevented from doing so by the Articles of Association, funding agreement or by a specific decision of the Governing Board. Any proposals involving increased expenditure in excess of the original budget requires the agreement of the Finance and Audit Committee.

The Staffing and Pay Committee will have due regard to the Academies Financial Handbook issued by the ESFA and all academy accounting policies in all its activities.

This committee will on behalf of the Governing Board:

- Determine the staff complement and structure of the school and, as appropriate, their duties, grading and remuneration, subject to any overriding statutory provision or negotiated agreements.
- To keep under review staff work/life balance, working conditions and well-being, including the monitoring of absence.
- Monitor the programme of staff development and training and ensure that it is meeting the needs of the academy and its staff.
- One member of the Staffing and Pay Committee will fulfil the quality assurance role as determined by the James Brindley Appraisal Policy.
- One member of the Staffing and Pay Committee will support the Chair of Trustees in reviewing the Principal's Appraisal targets as determined by the Appraisal Policy.
- Receive requests for Early Retirement and determining access to Actuarially Reduced Pensions.
- Convene a trustee panel to apply the redundancy procedure.
- Carry out an annual review of staff salaries under the Teachers' Pay & Conditions document in accordance with the James Brindley Pay Policy.
- Determine the pay and grading levels for support staff from the pay and grading structure adopted by Birmingham City Council and where necessary review these pay and grading levels in consultation with the Principal.
- Ensure that procedures and practices that relate to personnel comply with the requirements of governing boards to adhere to the Equality Act 2010.
- Consider, investigate and report on or respond to (as appropriate) any complaint/correspondence etc. as it may relate to the trustees' responsibilities for staffing matters.
- Determine and review James Brindley HR policies. Approve policies as delegated by the Governing Board.
- Advise the Principal and take part in the appointment/dismissal processes for the Senior Leadership Team.
- Provide advice to the Senior Leadership Team and Governing Board on complex employee relations cases.
- Take account of health and safety when ratifying policies, making decisions and implementing major projects that effect the academy.

Membership: The committee shall consist of at least 3 non-staff Trustees plus the Principal and Head of HR.

Quoracy: Meetings shall be quorate when a decision is made by at least 3 members of the committee where there is no conflict of interest.

Meetings: 1 per half term and as required.

Reporting to: The Committee shall report to the Governing Board decisions made, any recommendations on which the Full Governing Body needs to vote



- Minutes:** The committee shall be supported by the Company Secretary. Discussions, decisions and actions shall be recorded in minutes. The minutes will be distributed to members of the committee.
- Chairing:** The Chair, Principal and Head of HR will be responsible for drawing up the agenda with the Company Secretary for distribution to all members. The committee shall elect a Chair and Vice-Chair on an annual basis.



Background to Local Committees

The local committees were established in 2015-16 following Special Measures and a subsequent review of Governance. As from 2017-18 there have been three local committees covering Hospitals, Dovedale and the Northfield and Parkway Centres. They are designed to be 'mini' Governing Boards in line with the type of arrangements that would need to be in place if the trustees decide to establish a Multi Academy Trust structure at any time in the future and benefitting from the additional focussed meetings with such a large single academy. This means that the local committee will have additional members who are not part of any other committee or the Full Governing Body.

These committees have no delegated powers as it is not a legal requirement to have them nor in line with a single academy structure. The 2015-16 Governing Board designed the local committees to be chaired by non-staff trustees to avoid any possible conflicts of interest and to mirror full trustee management and responsibilities. Staff trustees should not serve on the local committee where their main responsibility lies.



Dovedale Local Committee

Purpose

- To enable the non-staff trustees to meet with members of staff from the Dovedale teaching centre in order to gain a clear and full understanding of the individual sites. This information is then fed back to the Full Governing Board through the Governing Board Report or through the statutory committees.
- To provide Centre Leaders and other sector staff the opportunity to work directly with trustees.
- To enable staff particularly those on the Leadership scale to be accountable more directly to the Governing Board.
- To engage a wider group of staff and stakeholders in Governing Board discussions.
- To provide the opportunity for more detailed strategic conversations and challenge about the key issues for the sector.
- To monitor the implementation of the Academy Development Plan.
- Take account of health and safety when ratifying policies, making decisions and implementing major projects that affect the school.

Membership: The committee shall consist of a minimum of 3 Trustees plus the Principal, the Vice Principal, Assistant Principal, Centre Leaders and Pastoral Managers. Other members of staff can attend by arrangement depending on the agenda. It may be agreed to co-opt staff to attend on a regular basis.

Meetings: 5 per annum

Minutes: The minutes will be taken and typed by the Company Secretary and distributed to all members of the committee. They will be made available for staff to read. They will be agreed by a majority made up from the attendees (whether staff or trustees) of the previous meeting.

Chairing: The Chair will be responsible for drawing up the agenda with the Company Secretary, Sector Lead and Centre Leaders. This will enable consistency across the sectors and alignment to the Academy Development Plan. The trustees of the local committee shall elect a Chair and Vice-Chair on an annual basis. Staff trustees may not chair this committee. If there are less than 3 trustees present, the Full Governing Board will appoint the Chair and Vice-Chair.



Hospital Local Committee

Purpose

- To enable the non-staff trustees to meet with members of staff from the Hospital sector in order to gain a clear and full understanding of the individual sites. This information is then fed back to the Full Governing Board through the Governing Board Report or through the statutory committees.
- To provide Centre Leaders and other sector staff the opportunity to work directly with trustees.
- To enable staff particularly those on the Leadership scale to be accountable more directly to the Governing Board.
- To engage a wider group of staff and stakeholders in Governing Board discussions.
- To provide the opportunity for more detailed strategic conversations and challenge about the key issues for the sector.
- To monitor the implementation of the Academy Development Plan.
- Take account of health and safety when ratifying policies, making decisions and implementing major projects that affect the school.

Membership: The committee shall consist of a minimum of 3 Trustees plus the Principal and the Vice Principal/Strategic Lead. The Hospital Centre Leaders will be required to attend on a rotational basis. Other members of the teaching and medical staff can attend by arrangement depending on the agenda. It may be agreed to co-opt staff to attend on a regular basis.

Meetings: 6 per annum

Minutes: The minutes will be taken and typed by the Company Secretary and distributed to all members of the committee. They will be made available for staff to read. They will be agreed by a majority made up from the attendees (whether staff or trustees) of the previous meeting.

Chairing: The Chair will be responsible for drawing up the agenda with the Company Secretary, and the Strategic Lead. This will enable consistency across the sectors and alignment to the Academy Development Plan. The trustees of the local committee shall elect a Chair and Vice-Chair on an annual basis. Staff trustees may not chair this committee. If there are less than 3 trustees present, the Full Governing Board will appoint the Chair and Vice-Chair.



Northfield and Parkway Local Committee

Purpose

- To enable the non-staff trustees to meet with members of staff from the Northfield and Parkway teaching centres in order to gain a clear and full understanding of the individual sites. This information is then fed back to the Full Governing Board through the Governing Board Report or through the statutory committees.
- To provide Centre Leaders and other sector staff the opportunity to work directly with trustees.
- To enable staff particularly those on the Leadership scale to be accountable more directly to the Governing Board.
- To engage a wider group of staff and stakeholders in Governing Board discussions.
- To provide the opportunity for more detailed strategic conversations and challenge about the key issues for the sector.
- To monitor the implementation of the Academy Development Plan.
- Take account of health and safety when ratifying policies, making decisions and implementing major projects that affect the school.

Membership: The committee shall consist of a minimum of 3 Trustees plus the Principal, the Vice Principal, Assistant Principal, Centre Leaders and Pastoral Managers. Other members of staff can attend by arrangement depending on the agenda. It may be agreed to co-opt staff to attend on a regular basis.

Meetings: 5 per annum

Minutes: The minutes will be taken and typed by the Company Secretary and distributed to all members of the committee. They will be made available for staff to read. They will be agreed by a majority made up from the attendees (whether staff or trustees) of the previous meeting.

Chairing: The Chair will be responsible for drawing up the agenda with the Company Secretary, Sector Lead and Centre Leaders. This will enable consistency across the sectors and alignment to the Academy Development Plan. The trustees of the local committee shall elect a Chair and Vice-Chair on an annual basis. Staff trustees may not chair this committee. If there are less than 3 trustees present, the Full Governing Board will appoint the Chair and Vice-Chair.