



**STOUR VALE
ACADEMY
TRUST**

TERMS OF REFERENCE

MEMBERS, TRUSTEES AND COMMITTEES

VERSION / DATE	VERSION 1.2 SEPTEMBER 2025
NEXT VERSION DUE BY	SEPTEMBER 2026

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1.0 Introduction

Creating the difference together is how we express Stour Vale's purpose. We believe in creating a positive difference in the lives of children and young people through education, always keeping those children and young people at the heart of decision-making. This in turn will help us to realise our vision, which is to be a larger successful family of schools.

Our values are encapsulated in four words: Respect, Integrity, Collaboration and Excellence. Our approach of secure autonomy, which is our balanced approach to empowering school leaders and staff teams with the autonomy to lead school improvement within their own schools, whilst providing the support and challenge which ensures that we all act in accordance with our responsibilities in our interdependent family of schools, is also central to our model of governance.

We consider strong governance to be essential to the achievement of our strategic objectives, whilst ensuring that we continue to drive improvement and maintain our standing with regulators and the wider community.

2.0 Terms of Reference

This Terms of Reference document establishes the specific authority for Members, the Trust Board and its committees. It sets out their roles, responsibilities, operations, tenure and obligations, in accordance with any specific legislative requirements. The document is intended to provide Members, Trustees, committee members and key stakeholders with a common understanding of the scope, objectives and operational processes of each tier of governance and any legislative requirements.

Stour Vale Academy Trust has three tiers of governance consisting of Members, a Trust Board and Local Governing Bodies.

The Trust Board may delegate functions to its committees. It decides its committee structure and appoints members of the committees. Local Governing Bodies are technically and legally committees of the Trust Board.

In addition to this document, Members, Trustees, Local Governing Bodies and other committees of the Trust must have reference to:

- Stour Vale Academy Trust Articles of Association
- Stour Vale Academy Trust Scheme of Delegation
- Stour Vale Academy Trust Financial Scheme of Delegation
- Stour Vale Academy Trust Declaration of Director's Acceptance of Responsibilities/Stour Vale Academy Trust Declaration of Governor's Acceptance of Responsibilities
- Stour Vale Academy Trust Code of Conduct for Trustees/Governors
- Academy Trust Handbook
- Trust Quality Descriptions
- Academy Trust Governance Guide
- Companies Act 2006
- Charities Act 2022
- all other relevant policies of Stour Vale Academy Trust

These Terms of Reference have been approved by the Trust Board at their meeting on 24 September 2025 and will be reviewed annually.

These Terms of Reference will come into effect on 24 September 2025.

3.0 Interpretation

In this document:

“Academy”	means a member school within Stour Vale Academy Trust;
“Articles”	means the Articles of Association of Stour Vale Academy Trust;
“Associate Member”	means an individual appointed to the Local Governing Body to fill an identified temporary skills gap or to learn more about the workings of the Local Governing Body before being appointed as a full governor;
“Chief Executive Officer”	means such person as may be appointed by the Trustees as the chief executive officer of the Trust;
“Clerk”	means the clerk to the Trustees or a committee of the Trust, or any other person appointed to perform the duties of the clerk to the Trustees including a joint, assistant or deputy clerk;
“Companies Act”	means the Companies Act 2006 and any re-enactment or replacement thereof;
“Co-opted Governor”	means an individual from the community appointed to the Local Governing Body to provide the skills and experience it requires;
“Ex Officio Governor”	means a member appointed to the Local Governing Body by virtue of their role as Headteacher at the Academy;
“Headteacher”	means the member of staff appointed as Headteacher to have overall day-to-day control of and responsibility for an Academy;
“Local Governing Body”	means the local governing body of an Academy constituted as provided by section 6.1 of this document;
“Local Governor”	means a member of a Local Governing Body;
“Member”	means a member of Stour Vale Academy Trust;
“Parent Governor”	means a member of a Local Governing Body who has a child attending the relevant Academy and is elected to the Local Governing Body by the parents at the Academy or, in default of election, is appointed by the Local Governing Body using the powers of appointment given to the Trustees in the Articles;
“Scheme of Delegation”	means the scheme of delegation of Stour Vale Academy Trust;
“Secretary”	means the company secretary of the Trust or any other person appointed to perform the duties of company secretary to the Trust;

“Staff Governor”	means a member elected to the Local Governing Body by members of staff of an Academy or, in default of election, appointed by the Local Governing Body;
“this document”	means these Terms of Reference;
“the Trust”	means Stour Vale Academy Trust, a company limited by guarantee having registered number 07865663;
“the Trustees”	means the directors of Stour Vale Academy Trust;
“Trust Executive Team”	means those employees of Stour Vale Academy Trust who have delegated responsibility for the operation of the Trust.

Words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number and vice versa.

4.0 Trust Members

Role

The Members are the guardians of the Trust and its ethos: custodians of governance in the Trust and its vision and values.

Responsibilities

The Members' specific decision-making responsibilities are as outlined in the Scheme of Delegation.

The Members:

- may, by special resolution, amend the Articles, subject to any restrictions created by the Trust's funding agreement or charity law including approval of the DfE and Charity Commission (where necessary);
- may, by special resolution, appoint new Members or remove existing Members;
- may appoint Trustees as set out in the Articles and have power under the Companies Act to remove any or all serving Trustees;
- may, by special resolution, issue direction to the Trustees to take a specific action;
- appoint or remove the Trust's auditors and receive the Trust's annual accounts (subject to the Companies Act); and
- have power to change the name of the Trust.

Their duties are limited to the above administrative functions and holding the Trustees to account for their governance of the Trust in pursuit of the Trust's charitable objects. In fulfilling these duties the Members must act in the best interests of the Trust.

Composition

The Members shall comprise:

- a) the Members as at the date of the adoption of the Articles; and
- b) any person subsequently appointed by special resolution of the Members

provided that at all times the minimum number of Members shall not be less than three.

The number of Members of the Trust will ideally be five.

An employee of the Trust cannot be a Member.

The Chair of the Trustees is not automatically a Member and, if seeking to become one, must be appointed by special resolution of the Members.

No more than a minority of Members can also be Trustees.

Resignation and Removal

A Member may resign provided that after such resignation the number of Members is not less than three. Resignations must be received in writing.

Where the Chair of the Trustees is also a Member he must resign each office separately.

Disqualification of Members

Membership will terminate automatically if:

- a) a Member dies or becomes incapable by reason of illness or injury of managing and administering his own affairs; or

- b) a Member becomes insolvent or makes any arrangement or composition with his creditors generally.

Term of Office

A person will continue to be a Member until such time as he resigns, is removed or his membership is terminated automatically in accordance with the paragraph above (Disqualification of Members).

Training and Development of Members

Members shall complete annual safeguarding training at the beginning of each academic year. They will be given access to the online platform used by the Trust for governance training, as well as other governance resources.

General Meetings

General meetings will be held twice a year, usually in the summer and autumn terms. Additional meetings can be called as and when required.

Proceedings at General Meetings

Proceedings at General Meetings will be in accordance with Articles 23-35 of the Articles.

Votes of Members

Votes of Members will be in accordance with Articles 36-44 of the Articles.

Quorum for General Meetings

A quorum shall be two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member.

Minutes

The minutes of the proceedings of a General Meeting shall be drawn up by the Clerk for the purposes of the meeting and shall be signed (subject to the approval of the Members) at the same or next subsequent meeting by the person acting as chair of the meeting. Minutes of all General Meetings shall be provided to all Trustees.

5.0 Trustees

Role

The Trustees have collective accountability and strategic responsibility for the Trust. They have a focus on ensuring the Trust delivers an excellent education to pupils while maintaining effective financial management and must ensure compliance with the Trust's charitable objects; regulatory, contractual and statutory requirements; and their funding agreement. They also have strategic and statutory responsibility for safeguarding and special educational needs and disabilities (SEND) arrangements within (and across) the Trust ensuring the promotion of pupil welfare and for keeping their estates safe and well maintained; and a role in making sure that the Trust delivers its commitment to other schools and academies, however it is done.

Responsibilities

The Trustees' specific decision-making responsibilities are as outlined in the Scheme of Delegation.

Composition

The number of Trustees shall be not less than three. The Members may appoint by ordinary resolution up to 11 Trustees.

Provided that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee. Once appointed, the Chief Executive Officer will become an ex officio Trustee. No other employees of the Academy Trust may be appointed as a Trustee.

There is no requirement for Parent Trustees to be appointed where provision is made for at least two Parent Local Governors on each established Local Governing Body.

The Trustees shall each year elect a chair and a vice-chair from among their number. The Chief Executive Officer shall not be eligible for election as chair or vice-chair. Any election of the chair and vice-chair which is contested shall be held by secret ballot.

The Trustees shall each year appoint special responsibility trustees from among their number. The Chief Executive Officer shall not be eligible for appointment as a special responsibility trustee.

Resignation and Removal

A Trustee shall cease to hold office if he resigns by notice in writing to the Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

A Trustee shall cease to hold office if he is removed by ordinary resolution of the Members in accordance with the Companies Act.

Disqualification of Trustees

No person shall be qualified to be a Trustee unless he is aged 18 or over at the date of his appointment. No current pupil of any of the Academies shall be a Trustee.

A Trustee shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

A Trustee shall cease to hold office if he is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

A person shall be disqualified from holding or continuing to hold office as a Trustee if:

- a) he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or
- b) he is the subject of a bankruptcy restrictions order or an interim order.

A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

A Trustee shall cease to hold office if he ceases to be a Trustee by virtue of any provision in the Companies Act, is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from holding or continuing to hold office as a Trustee if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

A person shall be disqualified from holding or continuing to hold office as a Trustee where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

A person shall be disqualified from holding or continuing to hold office as a Trustee if he has not provided to the Chair of the Trustees a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

Where a person becomes disqualified from holding or continuing to hold office as a Trustee and he is, or is proposed to become such a Trustee, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

A person will be disqualified from holding or continuing to hold office as a Trustee where one or more of the declarations in the Stour Vale Academy Trust Declaration of Director's Acceptance of Responsibilities is not met.

Term of Office

The term of office for any Trustee shall be four years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Trustee, a Trustee may be re-appointed or re-elected.

Training and Development of Trustees

Trustees shall have the skills and experience necessary to perform their functions effectively and shall appoint suitably knowledgeable and experienced Trustees to committees of the Board. They shall ensure that suitable arrangements are in place for induction and ongoing training and development.

Trustees shall complete an annual skills audit and annual safeguarding training at the beginning of each academic year. They will be given access to the online platform used by the Trust for governance training, as well as other governance resources.

Conflicts of Interest

Any Trustee who has or can have any direct or indirect duty or personal interest which conflicts or may conflict with his duties as a Trustee shall disclose that fact to the Trustees as soon as he becomes aware of it. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust and any duty or personal interest.

Trustees shall declare any business interests and related party transactions annually.

Meetings

Proceedings at Trustees' meetings will be in accordance with Articles 108-126 of the Articles.

Votes of Trustees

Votes of Trustees will be in accordance with Articles 120-121 of the Articles.

Quorum

The quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, one-third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

The Trustees may act notwithstanding any vacancies in their number but if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.

The quorum for the purposes of:

- a. any vote on the removal of a Trustee; and
- b. any vote on the removal of the chair of the Trustees shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.

Minutes

The minutes of the proceedings of a meeting of the Trustees shall be drawn up by the Clerk and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chair of that meeting.

Clerk to the Trust Board

The Clerk shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit and any Clerk so appointed may be removed by them. The Clerk shall not be a Trustee or the Chief Executive Officer. The Trustees may where the Clerk fails to attend a meeting appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. The Clerk may, but need not be, the appointed company secretary of the Trust.

Schedule of Meetings of the Trustees

The schedule of meetings of the Trustees will be decided by the Trustees. In accordance with the Academy Trust Handbook, meetings of the Trustees must take place at least three times a year, although trusts are encouraged to meet more frequently to discharge their responsibilities.

Meetings of the Trustees will be held six times per year, once every half term.

6.0 Committees

6.1 Local Governing Bodies

Role

Each Academy shall have a Local Governing Body. Local Governing Bodies are committees of the Trustees and operate with delegated responsibility from the Trustees. In line with the principle of secure autonomy the Members and Trust Board delegate as much as possible and as close to the point of impact as possible.

Responsibilities

Local Governing Bodies' specific decision-making responsibilities are as outlined in the Scheme of Delegation.

Composition

Each Local Governing Body will have nine governors. Up to two Associate Members may be appointed in addition:

Primary	Secondary
Headteacher (ex officio)	Headteacher (ex officio)
Two staff governors	Two staff governors
Two parent governors	Three parent governors
Four co-opted governors	Three co-opted governors
Two associate members	Two associate members

Ex Officio Governors will be appointed automatically by virtue of their role as headteacher at the Academy.

Staff Governors will be elected by the staff body at the Academy. Where there is only one nomination the person nominated will be deemed elected from the closing date for nominations (if the office is vacant) and a ballot will not be held. Where there is more than one nomination and a ballot is held the term of office will begin on the date the ballot is counted (if the office is vacant). Where a Staff Governor is still in post when nominations close or the ballot held the term of office will begin when the retiring governor's term of office ends. The vacancy must be advertised to all staff. One or both Staff Governor roles may be filled by teaching or support staff.

Staff, other than headteachers as Ex Officio Governors, may not be appointed or elected to other governance roles at the Academy in which they work. Staff may be appointed as Co-opted Governors or Associate Members at a different Academy within Stour Vale.

Parent Governors will be elected or, if the number of parents or individuals exercising parental responsibility standing for election is less than the number of vacancies, appointed. Where there is only one nomination the person nominated will be deemed elected from the closing date for nominations (if the office is vacant) and a ballot will not be held. Where there is more than one nomination and a ballot is held the term of office will begin on the date the ballot is counted (if the office is vacant). Where a Parent Governor is still in post when nominations close or the ballot held the term of office will begin when the retiring governor's term of office ends. The vacancy must be advertised to all parents. The closing date for nominations should be no less than six school days from the date when nominations are invited. Elections can be conducted by electronic ballot but parents who cannot vote electronically must be offered an alternative voting option.

The elected or appointed Parent Governor of the Local Governing Body must be a parent or an individual exercising parental responsibility of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when he is elected or appointed.

In appointing a Parent Governor the Trustees shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered pupil at an Academy; or where the Trustees are exercising their power to appoint a Parent Governor and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, then the Trustees may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of the Academy overseen by that Local Governing Body.

Co-opted Governors will be appointed by the Trustees on the recommendation of the Local Governing Body. They will be individuals from the community appointed to provide the skills and experience required by the Local Governing Body.

Associate Members will be appointed by the Trustees on the recommendation of the Local Governing Body to fill an identified temporary skills gap. Individuals seeking to learn more about the workings of a local governing body may also be suitable for appointment as an Associate Member, thus enabling governors to determine whether they have the skills necessary to be appointed as a full governor in the future.

The Local Governing Body shall each year elect a chair and a vice-chair from among their number. The Headteacher and/or Staff Governors shall not be eligible for election as chair or vice-chair. Any election of the chair and vice-chair which is contested shall be held by secret ballot.

The Local Governing Body shall each year appoint special responsibility governors from among their number. The Headteacher shall not be eligible for appointment as a special responsibility governor.

Resignation and Removal

A governor shall cease to hold office if he resigns by notice to the Academy.

A governor shall cease to hold office if he is removed by the Trustees.

Where a governor resigns his office or is removed from office, the governor, or where he is removed from office, those removing him, shall give written notice to the Clerk.

Disqualification of Governors

No person shall be qualified to be a local governor unless he is aged 18 or over at the date of his appointment. No current pupil of any of the Academies shall be a local governor.

A local governor shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

A local governor shall cease to hold office if he is absent without the permission of the Local Governing Body from all their meetings held within a period of six months and the Trust Board resolves that his office be vacated.

A person shall be disqualified from holding or continuing to hold office as a local governor if:

- a) he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or
- b) he is the subject of a bankruptcy restrictions order or an interim order.

A person shall be disqualified from holding or continuing to hold office as a local governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

A local governor shall cease to hold office if he ceases to be a local governor by virtue of any provision in the Companies Act, is disqualified from acting as a local governor by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from holding or continuing to hold office as a local governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

A person shall be disqualified from holding or continuing to hold office as a local governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

A person shall be disqualified from holding or continuing to hold office as a local governor if he has not provided to the Chair of the Trustees a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

Where a person becomes disqualified from holding, or continuing to hold office as a local governor; and he is, or is proposed, to become such a local governor, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

A person will be disqualified from holding or continuing to hold office as a local governor where one or more of the declarations in the Stour Vale Academy Trust Declaration of Governor's Acceptance of Responsibilities is not met.

Term of Office

No time limit shall apply to the term of office for any post which is held ex officio.

The term of office for Staff, Parent and Co-opted Governors shall be four years.

The term of office for Associate Members shall be one year. Associate Members may be re-appointed for a further year if the Local Governing Body can demonstrate that a temporary skills gap still exists or if the person is due to be appointed as a full governor during that year.

Subject to remaining eligible to be a particular type of local governor, any local governor may be re-appointed or re-elected.

Training and Development of Local Governors

Trustees shall ensure that local governors have the skills and experience necessary to perform their functions effectively. They shall ensure that suitable arrangements are in place for the induction and ongoing training and development of local governors.

Local governors shall complete an annual skills audit and annual safeguarding training at the beginning of each academic year. They will be given access to the online platform used by the Trust for governance training, as well as other governance resources.

Conflicts of Interest

Any local governor who has or can have any direct or indirect duty or personal interest which conflicts or may conflict with his duties as a local governor shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A local governor must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust and any duty or personal interest.

Local governors shall declare any business interests and related party transactions annually.

Meetings

There will be six meetings of the Local Governing Body each academic year. The agenda for those meetings will be set by the Trust Executive Team in accordance with decisions taken by the Trustees and with the requirement for the Local Governing Body to adhere to the schedules and timescales set by the Trustees. Dates for meetings will be advised to the Local Governing Body as far ahead as possible, and more than seven days before a proposed meeting. Agendas will be issued at least seven days before the meeting date, accompanied by relevant documentation to be read before the meeting.

Votes of Local Governors

Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the local governors present and voting on the question. Every local governor 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 he may have.

Associate Members shall have no voting rights.

Quorum

The quorum for a meeting of the Local Governing Body and any vote on any matter thereat shall be any three local governors who are present at the meeting and entitled to vote on the matters to be resolved.

Minutes

The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up by the Clerk and shall be signed (subject to the approval of the local governors) at the same or next subsequent meeting by the person acting as chair of that meeting. Minutes of all Local Governing Body meetings shall be provided to all Trustees.

Clerk to the Local Governing Body

The Clerk shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Trustee or the Chief Executive Officer. The Trustees may, where the Clerk fails to attend a meeting of the Local Governing Body, appoint any one of the local governors or any other person to act as Clerk for the purposes of that meeting. The Clerk may, but need not be, the appointed company secretary of the Academy Trust.

Schedule of Meetings of the Local Governing Body

The schedule of meetings of the Local Governing Body will be decided by the Trustees.

6.2 Finance and Resources Committee

Role

The Finance and Resources Committee advises the Trustees on matters relating to the Trust's finance arrangements. It also advises and supports the Trustees to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity.

Responsibilities

The Finance and Resources Committee's specific decision-making responsibilities are as outlined in the Scheme of Delegation/Scheme of Financial Delegation.

The committee will report to the Trustees on any decision taken in accordance with the Scheme of Delegation/Scheme of Financial Delegation.

The committee is authorised to investigate any activity within its term of reference or specifically delegated to it by the Trustees.

The committee is authorised to obtain any legal and professional advice it considers necessary, normally in consultation with the Chair of the Trustees.

Composition

The Finance and Resources Committee will be made up of three Trustees, who will be appointed by the Trustees. At least one member of the committee should have relevant financial experience.

The Chair of the Trustees may not be a member of the committee.

The Chief Executive Officer, where appointed as a Trustee, may not be a member of the committee.

The Trustees will appoint a chair and a vice-chair of the committee.

The Chief Executive Officer and the Chief Finance Officer of the Trust will attend meetings of the committee but will have no voting rights.

Any other members of staff or external professionals will be invited to attend meetings as required.

Resignation and Removal

The resignation and removal of members of the Finance and Resources Committee will be in accordance with the provisions for the resignation and removal of Trustees (p. 8).

Term of Office

The members of the Finance and Resources Committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Trust. The Trustees will review committee membership on an annual basis at the start of the academic year.

Meetings

The Finance and Resources Committee shall meet once per term (three times during the academic year), in advance of Trustees' meetings.

The agenda and papers for meetings of the committee will be circulated to members of the committee seven days in advance of the meeting.

Votes

Every question to be decided at a meeting of the Finance and Resources Committee shall be determined by a majority of the votes of the committee members. Every committee member shall have one vote.

In addition to voting in person at a meeting, members of the Finance and Resources Committee may vote on matters via e-mail to the Clerk to the Trustees (ahead of the meeting) or via video/telephone conferencing during the meeting.

Quorum

The quorum for a meeting of the Finance and Resources Committee and any vote on any matter thereat shall be three committee members.

Minutes

The minutes of the proceedings of a meeting of the Finance and Resources Committee shall be drawn up by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the committee) at the same or next subsequent meeting by the person acting as chair of that meeting.

Clerk

The Clerk shall be appointed by the Trustees to minute meetings of the Finance and Resources Committee in accordance with the provisions for appointing the Clerk to the Trustees (p. 10).

Schedule of meetings of the Finance and Resources Committee

The schedule of meetings of the Finance and Resources Committee will be decided by the Trustees.

6.3 Audit and Risk Committee

Role

The Audit and Risk Committee advises the Trustees on matters relating to the Trust's audit arrangements, systems of internal control and risk management. It directs the Trust's programme of internal scrutiny and reports to the Board on the adequacy of the Trust's financial and other controls and management of risks.

Responsibilities

The Audit and Risk Committee's specific decision-making responsibilities are as outlined in the Scheme of Delegation/Scheme of Financial Delegation.

The committee will report to the Trustees on any decision taken in accordance with the Scheme of Delegation/Scheme of Financial Delegation.

The committee is authorised to investigate any activity within its term of reference or specifically delegated to it by the Trustees.

The committee is authorised to obtain any legal and professional advice it considers necessary, normally in consultation with the Chair of the Trustees.

Composition

The Audit and Risk Committee will be made up of three Trustees, who will be appointed by the Trustees. At least one member of the committee should have relevant financial or audit experience.

The Chair of the Trustees may not be a member of the committee.

The Chief Executive Officer, where appointed as a Trustee, may not be a member of the committee.

The Trustees will appoint a chair and a vice-chair of the committee.

The Chief Executive Officer and the Chief Finance Officer of the Trust will attend meetings of the committee but will have no voting rights.

Any other members of staff or external professionals will be invited to attend meetings as required.

Resignation and Removal

The resignation and removal of members of the Audit and Risk Committee will be in accordance with the provisions for the resignation and removal of Trustees (p. 8).

Term of Office

The members of the Audit and Risk Committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Trust. The Trustees will review committee membership on an annual basis at the start of the academic year.

Meetings

The Audit and Risk Committee shall meet once per term (three times during the academic year), in advance of Trustees' meetings.

The agenda and papers for meetings of the committee will be circulated to members of the committee seven days in advance of the meeting.

Votes

Every question to be decided at a meeting of the Audit and Risk Committee shall be determined by a majority of the votes of the committee members. Every committee member shall have one vote.

In addition to voting in person at a meeting, members of the Audit and Risk Committee may vote on matters via e-mail to the Clerk to the Trustees (ahead of the meeting) or via video/telephone conferencing during the meeting.

Quorum

The quorum for a meeting of the Audit and Risk Committee and any vote on any matter thereat shall be three committee members.

Minutes

The minutes of the proceedings of a meeting of the Audit and Risk Committee shall be drawn up by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the committee) at the same or next subsequent meeting by the person acting as chair of that meeting.

Clerk

The Clerk shall be appointed by the Trustees to minute meetings of the Audit and Risk Committee in accordance with the provisions for appointing the Clerk to the Trustees (p. 10).

Schedule of meetings of the Audit and Risk Committee

The schedule of meetings of the Audit and Risk Committee will be decided by the Trustees.

6.4 CEO Performance Development Committee

Role

The CEO Performance Development Committee reviews the performance of the Chief Executive Officer.

Responsibilities

- To review the performance of the Chief Executive Officer

Composition

The CEO Performance Development Committee will be made up of three Trustees, who will be appointed by the Trustees. The committee shall appoint a chair from among their number.

The Chief Executive Officer, where appointed as a Trustee, may not be a member of the committee.

Resignation and Removal

The resignation and removal of members of the CEO Performance Development Committee will be in accordance with the provisions for the resignation and removal of Trustees (p. 8).

Term of Office

The members of the CEO Performance Development Committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Trustees. The Trustees will review committee membership on an annual basis in the summer term preceding the new academic year.

Meetings

The CEO Performance Development Committee will meet twice during the academic year, once at the beginning of the cycle and once at the midpoint.

Votes

The committee members will have no voting rights.

Quorum

There shall be no quorum for a meeting of the CEO Performance Management Committee.

Minutes

Meetings of the CEO Performance Development Committee shall not be minuted.

6.5 Trust Pay Committee

Role

The Trust Pay Committee recommends to the Trust Board for a decision the pay ranges for the CEO, Executive Leaders, and Central Team posts where benchmarking has been applied or which sit on the Leadership pay scale. The Trust Board may delegate responsibility to the Trust Pay Committee to review and make decisions on exceptional pay progression (beyond range or progression in excess of one pay point or in the case of those on the Upper Pay Scale progression after less than two years) for all staff; to review and make decisions on threshold applications for all staff; to consider and approve the Pay and Remuneration Policy; and to apply the Teachers' and Support Staff annual pay awards outside of National Agreement. Where this power is delegated the Trust Pay Committee will report to the Trust Board on any decision made.

Responsibilities

- To recommend the pay ranges for the Chief Executive Officer, Executive Leaders, and Central Team posts where benchmarking has been applied or which sit on the Leadership pay scale
- To review and make decisions on exceptional pay progression (beyond range or progression in excess of one pay point or in the case of those on the Upper Pay Scale progression after less than two years) for all staff
- To review and make decisions on threshold applications for all staff
- To consider and approve the Pay and Remuneration Policy
- To apply the Teachers' and Support Staff annual pay awards outside of National Agreement

Composition

The Trust Pay Committee will be made up of three Trustees, who will be appointed by the Trustees, and will usually include the Chair of the Trustees. The committee shall appoint a chair from among their number.

The Chief Executive Officer, where appointed as a Trustee, may not be a member of the committee.

Resignation and Removal

The resignation and removal of members of the Trust Pay Committee will be in accordance with the provisions for the resignation and removal of Trustees (p. 8).

Term of Office

The members of the Trust Pay Committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Trust. The Trustees will review committee membership on an annual basis in the summer term preceding the new academic year.

Meetings

The Trust Pay Committee will meet annually in the autumn term, after the Central Pay Advisory Committee.

Votes

Every question to be decided at a meeting of the Trust Pay Committee shall be determined by a majority of the votes of the committee members. Every committee member shall have one vote.

Quorum

The quorum for a meeting of the Trust Pay Committee and any vote on any matter thereat shall be three committee members.

Minutes

The minutes of the proceedings of a meeting of the Trust Pay Committee shall be drawn up by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the committee) at the next Trust Pay Committee meeting by the person acting as chair of the Trust Pay Committee meeting.

Clerk

The Clerk shall be appointed by the Trustees to minute meetings of the Trust Pay Committee in accordance with the provisions for appointing the Clerk to the Trustees (p. 10).

6.6 Central Pay Advisory Committee

Role

The Central Pay Advisory Committee considers the Pay Policy; moderates, and recommends to the Trust Pay Committee, threshold applications for all school-based staff; and moderates, and recommends to the Trust Pay Committee, exceptional pay progression (beyond range or progression in excess of one pay point or in the case of those on the Upper Pay Scale progression after less than two years) for all school-based staff.

Responsibilities

- To moderate, and recommend to the Trust Pay Committee, threshold applications for all school-based staff
- To moderate, and recommend to the Trust Pay Committee, exceptional pay progression (beyond range or progression in excess of one pay point or in the case of those on the Upper Pay Scale progression after less than two years) for all school-based staff

Composition

The Central Pay Advisory Committee will be made up of three members of the Trust Senior Executive Team. The committee shall appoint a chair from among their number.

The Chief Executive Officer may not be a member of the committee.

Meetings

The Central Pay Advisory Committee will meet annually in the autumn term, after the Local Pay Committees.

Votes

Every question to be decided at a meeting of the Central Pay Advisory Committee shall be determined by a majority of the votes of the committee members. Every committee member shall have one vote.

Quorum

The quorum for a meeting of the Central Pay Advisory Committee and any vote on any matter thereat shall be three committee members.

Minutes

The minutes of the proceedings of a meeting of the Central Pay Advisory Committee shall be drawn up by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the committee) following the meeting by the person acting as chair of the Central Pay Advisory Committee meeting.

Clerk to the Central Pay Advisory Committee

The Clerk for the purposes of the meeting will be the PA to the Executive Team, a member of the central HR team or, exceptionally, a member of the wider central operations team.

6.7 Headteacher Performance Development Committee

Role

The Headteacher Performance Development Committee reviews the performance of the Headteachers.

Responsibilities

- To review the performance of the Headteacher

Composition

The Headteacher Performance Development Committee will be made up of two Co-opted Governors, who will be appointed by the Local Governing Body, and an Executive Leader. The committee shall appoint a chair from among their number.

In the event of a shortage of local governors eligible to form the committee, Trustees or Co-opted Governors from other Academies within Stour Vale may be used.

Resignation and Removal

The resignation and removal of members of the Headteacher Performance Development Committee will be in accordance with the provisions for the resignation and removal of local governors (p. 12).

Term of Office

The members of the Headteacher Performance Development Committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Local Governing Body. The Local Governing Body will review committee membership on an annual basis in the summer term preceding the new academic year.

Meetings

The Headteacher Performance Development Committee will meet twice during the academic year, once at the beginning of the cycle and once at the midpoint.

Votes

The committee members will have no voting rights.

Quorum

There shall be no quorum for a meeting of the Headteacher Performance Management Committee.

Minutes

Meetings of the Headteacher Performance Management Committee shall not be minuted.

6.8 Local Pay Committee

Role

The Local Pay Committee locally implements the Pay Policy in a fair and objective way; observes all statutory and contractual obligations, including making arrangements to ensure the Local Pay Committee is convened within appropriate timescales; considers threshold applications for a recommendation to the Trust Pay Committee; and considers exceptional pay progression (progression in excess of one pay point) for school-based staff (excluding the headteacher) for a recommendation to the Trust Pay Committee.

Responsibilities

- To locally implement the Pay Policy in a fair and objective way
- To observe all statutory and contractual obligations, including making arrangements to ensure the Local Pay Committee is convened within appropriate timescales
- To consider threshold applications for school-based staff for a recommendation to the Trust Pay Committee
- To consider exceptional pay progression (progression in excess of one pay point) for school-based staff (excluding the headteacher) for a recommendation to the Trust Pay Committee

Composition

The Local Pay Committee will be made up of two Co-opted Governors, who will be appointed by the Local Governing Body, and an Executive Leader. The committee shall appoint a chair from among their number.

In the event of a shortage of local governors eligible to form the committee, Trustees or Co-opted Governors from other Academies within Stour Vale may be used.

Resignation and Removal

The resignation and removal of members of the Local Pay Committee will be in accordance with the provisions for the resignation and removal of local governors (p. 12).

Term of Office

The members of the Local Pay Committee shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Local Governing Body. The Local Governing Body will review committee membership on an annual basis in the summer term preceding the new academic year.

Meetings

The Local Pay Committee will meet annually in the autumn term.

Votes

Every question to be decided at a meeting of the Local Pay Committee shall be determined by a majority of the votes of the committee members. Every committee member shall have one vote.

Quorum

The quorum for a meeting of the Local Pay Committee and any vote on any matter thereat shall be three committee members.

Minutes

The minutes of the proceedings of a meeting of the Local Pay Committee shall be drawn up by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the committee) at the next Local Pay Committee meeting by the person acting as Chair of the Local Pay Committee.

Where there are no threshold applications or proposals for exceptional pay progression to consider, the Local Pay Committee will not be required to meet. This will be confirmed by an email from the Headteacher to the Head of People Services. The minutes of the previous meeting will be signed at the next meeting of the Local Governing Body.

Clerk to the Local Pay Committee

The Clerk shall be appointed by the Trustees to minute meetings of the Local Pay Committee in accordance with the provisions for appointing the Clerk to the Local Governing Body (p. 14).

6.9 Staff Appeals Committee

Role

The Staff Appeals Committee hears appeals against the Trust's staffing procedures brought by employees in the central and executive teams, and by headteachers.

Responsibilities

- To hear appeals against disciplinary and capability procedures brought by employees in the central and executive teams, and by headteachers
- To hear appeals against dismissal brought by employees in the central and executive teams, and by headteachers
- To hear appeals against outcomes of flexible working requests brought by employees in the central and executive teams, and by headteachers

Composition

The Staff Appeals Committee will be made up of three Trustees. The committee shall appoint a chair from among their number.

The Chief Executive Officer, where appointed as a Trustee, may not be a member of the committee.

The Staff Appeals Committee will not be a standing committee.

Meetings

Meetings of the Staff Appeals Committee will be held as required.

Votes

Every question to be decided at a meeting of the Staff Appeals Committee shall be determined by a majority of the votes of the committee members. Every committee member shall have one vote.

Quorum

The quorum for a meeting of the Staff Appeals Committee and any vote on any matter thereat shall be three committee members.

Minutes

The minutes of the proceedings of a meeting of the Staff Appeals Committee shall be drawn up by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the committee) at the next Trustees' meeting by the person acting as Chair of the Staff Appeals Committee meeting.

Clerk to the Staff Appeals Committee

The Clerk shall be appointed by the Trustees to minute meetings of the Staff Appeals Committee in accordance with the provisions for appointing the Clerk to the Trust Board (p. 10).

6.10 Trust Senior Executive Team

Role

The Trust Senior Executive Team hears appeals against the Trust's staffing procedures brought by employees in the member schools, excluding headteachers.

Responsibilities

- To hear appeals against disciplinary and capability procedures brought by employees in the member schools, excluding headteachers
- To hear appeals against dismissal brought by employees in the member schools, excluding headteachers
- To hear appeals against outcomes of flexible working requests brought by employees in the member schools, excluding headteachers

Composition

The Trust Senior Executive Team will be made up of three members. The team shall appoint a chair from among their number.

The Trust Senior Executive Team will not be a standing committee.

Meetings

Meetings of the Trust Senior Executive Team will be held as required.

Votes

Every question to be decided at a meeting of the Trust Senior Executive Team shall be determined by a majority of the votes of the committee members. Every committee member shall have one vote.

Quorum

The quorum for a meeting of the Trust Senior Executive Team and any vote on any matter thereat shall be three committee members.

Minutes

The minutes of the proceedings of a meeting of the Trust Senior Executive Team shall be drawn up by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the committee) following the meeting by the person acting as Chair of the Trust Senior Executive Team meeting.

Clerk to the Trust Senior Executive Team

The Clerk for the purposes of the meeting will be the PA to the Executive Team, a member of the central HR team or, exceptionally, a member of the wider central operations team.