ODST
Oxford Diocesan Schools Trust

The Board & its Committees
Terms of Reference

The over-arching intent of the Oxford Diocesan Schools Trust and, by delegation, all of its committees, is to deliver our vision: the belief in educational excellence to all. We aim to serve pupils, staff, parents and all stakeholders by providing academies with the highest quality levels of academic rigour and pastoral care. We ensure that Christian distinctiveness is upheld and permeates all aspects of school improvement. The Board and its committees will enable ODST's schools to be places where children, young people, staff and all stakeholders build an inclusive culture that encourages, supports and celebrates diversity. In such an environment, the Trust intends that all will thrive intellectually, socially, culturally and spiritually.

The Board has the following Committees

- Audit & Risk
- Education Quality, Standards, Safeguarding & Impact
- Ethos & Governance
- Executive
- Finance & Estates
- Pay & Personnel

All Terms of Reference will be reviewed annually by each Committee at its last meeting of the academic year and approved by the Board at its July meeting.

The Chair of the Committee will be appointed by the Board at its July meeting. The Chair is responsible for ensuring agendas are produced, Minutes of the meeting are taken and a report presented to the subsequent meeting of the Board of Trustees.

Reporting

- A Clerk is appointed to each Committee, who will produce Minutes of all meetings to be circulated to the Board of Trustees at each meeting.
- Escalate any significant concerns or risks to the Board promptly.

Board of Trustees

1. Purpose

The Board of Trustees is the accountable body for the Academy Trust. It is responsible for the strategic direction, educational performance, financial health, and overall governance of the Trust. The Board ensures that the Trust complies with its charitable objectives, funding agreement, and statutory obligations. It may delegate some of its functions to its committees.

2. Legal Status

The Board operates in accordance with:

a) The Trust's Articles of Association
b) The Academy Trust Handbook (latest edition)
c) The Academy Trust Governance Guide and associated DfE guidance
d) Charity and company law
e) Scheme of Delegation

3. Membership

a) As defined in the Articles of Association.
b) Trustees are appointed based on skills, experience, and commitment to the Trust's vision and values.
c) The Board appoints the Chair and Vice-Chair annually.

4. Meetings

a) The Board meets at least five times per academic year.
b) Additional meetings may be convened as required.
c) Quorum: As defined in the Articles of Association.

5. Responsibilities

A. Strategic Leadership

a) Set and review the Trust's vision, values, and strategic priorities.
b) Approve the Trust's strategic plan and monitor progress.
c) Ensure alignment between educational, financial, and operational strategies.

B. Educational Performance

a) Hold executive leaders to account for the educational performance of all academies.
b) Monitor pupil outcomes, curriculum quality, inclusion, and safeguarding.
c) Ensure the Trust meets its obligations under the Public Sector Equality Duty and delivers on its Equality Objectives.

C. Financial Oversight

a) Ensure the Trust remains financially sustainable and compliant with the Academy Trust Handbook.
b) Receive and review the management accounts on a regular basis (including monthly for the Chair).
c) Approve the annual budget and monitor financial performance.
d) Oversee the work of the Audit and Risk Committee and ensure effective internal control and risk management.

D. Governance and Compliance

a) Ensure effective governance structures are in place across the Ttrust.
b) Approve the scheme of delegation and committee terms of reference.
c) Ensure compliance with legal and regulatory requirements, including data protection, health and safety, and safeguarding.
d) Receive a termly report from the Trust's Governance Professional on Trust-wide governance matters.

E. People and Leadership

a) Appoint and appraise the CEO and hold them accountable for Trust-wide performance.
b) Receive a termly report from the CEO on Trust-wide performance.
c) Approve the Trust's approach to executive pay, based on recommendations from the People and Pay Committee.
d) Ensure effective succession planning and leadership development, including for board members.

F. Risk and Assurance

a) Maintain oversight of the Trust's risk register and ensure appropriate mitigation strategies are in place, including in relation to health and safety, safeguarding, data protection, AI and cyber security.
b) Receive reports from the Audit and Risk Committee and ensure recommendations are acted upon.
c) Ensure the Trust has appropriate insurance and contingency arrangements.

G. Stakeholder Engagement

a) Ensure effective communication with parents, pupils, staff, and the wider community.
b) Promote the Trust's reputation and values.
c) Ensure the Trust is responsive to stakeholder feedback and concerns.

6. Delegation

a) The Board may delegate functions to committees, the CEO, or local governing bodies, as set out in the Scheme of Delegation.
b) The Board retains ultimate accountability for all decisions.

7. Reporting and Evaluation

a) Approve the Trust's annual report and financial statements.
b) Submit statutory returns to the DfE and Companies House.
c) Conduct regular self-evaluation of board effectiveness and commission external reviews as appropriate.

8. Review

a) These Terms of Reference will be reviewed annually and approved by the Board.

Education Quality, Standards, Safeguarding & Impact Committee

1. Purpose

The Education Quality, Standards, Safeguarding & Impact Committee is a committee of the Board of Trustees. Its purpose is to provide strategic oversight and assurance on the quality of education across the Trust, including pupil outcomes, the quality of teaching and learning, curriculum, inclusion, equality, attendance and safeguarding.

2. Authority

The Committee is authorised by the Board to:

a) Investigate any activity within its terms of reference.
b) Seek any information it requires from officers or external advisers.
c) Commission reports or reviews to support its work.

3. Membership

a) The Committee shall consist of between three and five Trustees chosen by the full Board, with relevant educational expertise.
b) The Committee will be served the Director of School Improvement. The Committee may invite senior leaders and other diocesan officers as appropriate to attend meetings.

4. Meetings

a) At least at least three times per year.
b) Additional meetings may be convened as required, with the permission of the Chair.
c) Quorum: Three members of the Committee of whom two must be Trustees (other than the Chief Executive Officer). It is the responsibility of members to alert the Clerk in the event of known non-attendance at meetings.

5. Responsibilities

A. Educational Performance

a) Monitor pupil outcomes across all key stages, including attainment and progress, including comparison with national figures when these are available.
b) Scrutinise performance data, including for disadvantaged pupils, pupils with SEND, and other vulnerable groups.
c) Review the effectiveness of curriculum delivery and alignment with the Trust's vision and statutory requirements.
d) Scrutinise Ofsted reports and areas for celebration and development.
e) Receive and review attendance data and analysis to measure the impact of attendance strategies across all school and pupil groups.

B. Inclusion, SEND and Wellbeing

a) Monitor the Trust's approach to inclusion, ensuring all pupils have access to high-quality education.
b) Review the provision and outcomes for pupils with Special Educational Needs and Disabilities (SEND).
c) Ensure compliance with the SEND Code of Practice and statutory duties.
d) Monitor the effectiveness of pastoral support and pupil wellbeing strategies.

C. Safeguarding Culture

a) Promote a rigorous safeguarding culture at all Trust levels.
b) Receive regular data on the effectiveness of safeguarding arrangements and incident management.
c) Ensure the implementation of safeguarding policies are compliant with statutory regulations.

D. Strategic Oversight

a) Provide assurance to the Board on the quality of education across the Trust.
b) Review school improvement plans and monitor progress against key priorities.
c) Monitor the operational risk of school failure due to ineffective school leadership and management and/standards, as defined in the Risk Management Framework (RMF).
d) Support the development of a Trust-wide culture of high expectations and continuous improvement.
e) Review whistleblowing incidents relevant to the Committee.

Ethos and Governance Committee

1. Purpose

The Ethos and Governance Committee is a committee of the Board of Trustees. Its purpose is to ensure the Trust maintains high standards of governance through effective recruitment, development, evaluation, and succession planning for Trustees and governance structures across the Trust. The committee will oversee appointments to LGBs.

In addition, the committee will ensure that the distinctive Christian values of ODST are upheld and supported by and through evaluation, particularly SIAMS. It will monitor the relationships and networks to which the Trust belongs and in particular, schools, local parishes, deaneries, other faith groups and the wider community of other Multi Academy Trusts. The committee will monitor the outcomes of SIAMS and Section 48 inspections.

The committee will take special responsibility for monitoring the spiritual and pastoral offer for all members of the Trust community, ensuring that leaders are supported and trained. It will consider the provision of Chaplaincy across the Trust.

2. Authority

a) The Committee is authorised by the Board to:
b) Investigate any activity within its terms of reference.
c) Seek any information it requires from staff or external advisers.
d) Make recommendations to the Board on governance matters, including appointments and policy.

3. Membership

a) The Committee shall consist of at least three Trustees (including the Chair or Vice-Chair of the Board) and up to three co-opted members.
b) The Committee will invite the Trust's Governance Professional to attend meetings.

4. Meetings

a) At least three meetings per academic year.
b) Additional meetings may be convened as required, with the permission of the Chair.
c) Quorum: Three members of the Committee of whom two must be Trustees. It is the responsibility of members to alert the Clerk in the event of known non-attendance at meetings.

5. Responsibilities

A. Ethos

a) Monitor and evaluate the impact of the vision and values of ODST itself, ensuring effective communication of that to schools and other stakeholders.
b) Promote, develop and evaluate the effectiveness of links between schools and local parish churches.
c) Work collaboratively with the Diocesan Board of Education to support the fulfilment of the Trust's core aims and statutory responsibilities for its church churches.
d) Monitor the provision of spiritual, moral, social, cultural (SMSC) aspects of all schools including the impact of collective worship.

B. Governance Composition and Recruitment

a) Review the composition, skills, and diversity of the Board and its committees, including Local Governing Bodies.
b) Ensure recruitment processes to local Governing Bodies are transparent, inclusive, and aligned with the Trust's values and Equality Objectives.
c) Develop and maintain a succession plan for committee chairs, the Chair of the Board, and Local Governing Bodies.

C. Governance Structures and Effectiveness

a) Review the effectiveness of governance structures, including local governance arrangements.
b) Recommend changes to the Scheme of Delegation and committee terms of reference.
c) Oversee the induction, training, and development of Trustees and local governing body members.
d) Commission and review board self-evaluations and external reviews of governance.

D. Compliance and Policy

a) Ensure compliance with the Trust's Articles of Association, the Academy Trust Handbook, and relevant governance legislation.
b) Review and recommend governance-related policies, including conflicts of interest, code of conduct, and trustee expenses.
c) Maintain oversight of the Trust's register of interests and ensure appropriate declarations are made.
d) Determine the Trust's admission arrangements annually.
e) Monitor responses to Freedom of Information, Subject Access Requests, Data Requests, whistleblowing incidents and complaints ensuring that they are resolved in both a timely and satisfactory manner according to UK Data Protection Regulations 2018.

E. Diversity and Inclusion

a) Promote diversity and inclusion in governance, ensuring the Board reflects the communities it serves.
b) Monitor progress against the Trust's Public Sector Equality Duty (PSED) and Equality Objectives in relation to governance.

Executive Committee

1. Purpose

The specific purpose of this Committee is to enable Trustees to respond to events and matters that have a strategic impact on the wider work of the Board. In doing so, the Committee may determine and make recommendations on any matters before them as prescribed in these terms of reference. It is not authorised to and may not exercise powers reserved to the Board of Trustees of the Company in schemes of delegation, or that otherwise have a strategic impact. On such matters, the Board of Trustees remains the final arbiter.

2. Authority

The Committee has powers to make recommendations to the Main Board, but it may not exercise full delegated decision making powers for reserved matters in particular respects; for instance, decisions involving additional expenditure in excess of funds delegated to it, which should be referred to the full Board of Trustees.

3. Membership

a) The Committee shall consist of the Chair of the Board (Chair), Vice-Chair of the Board, Chair of the Finance & Estates Committee and the Chief Executive Officer.

4. Meetings

a) At least three times per year.
b) Additional meetings may be convened in the event of an emergency and at short notice, as directed by the Chair.
c) Quorum: Three members of the Committee. It is the responsibility of member to alert the Clerk in the event of known attendance at meetings.

Responsibilities

The Executive Committee's terms of reference are to consider, oversee, determine or make any recommendations to the Main Board and subject to the Board's reserved powers, to exercise all functions in respect of the following areas:

A. Strategy

a) Develop and review organisational strategy and performance.

B. Reputation

a) Consider issues that may impact on the reputation of ODST, its staff and the wider school community.

C. Matters relating to the Board

a) Prepare for and review the effectiveness of Board meetings, the impact of key objectives and cross cutting themes from committees.
b) Evaluate and compare the Trust's performance with other MATs performance through a range of measures including MAT Ofsted inspection, self-evaluation, and ensuring appropriate action is planned and taken in order for the Trust to meet key targets.
c) Receive relevant updates from the Chief Executive Officer relating to schools, local contexts, and national sector issues.
d) Respond to events and reports that have a strategic impact on the wider work of the Board.

D. Appointment of Trustees

a) Monitor an up-to-date list of Trustees and the dates of their expected re-election or retirement from the Board.
b) Ensure completion of an annual skills audit by each Trustee to ensure that the Board has relevant skills to govern the Trust.
c) Plan for Trustee retirements and ensure that the Board has adequate time to find replacements with the appropriate skills.
d) Seek proposals for nomination from the Board and external parties.
e) Recommend the candidates that are appropriate for appointment and put forward a proposal to the full Board to approve before appointments are made by Members.

Audit and Risk Committee

1. Purpose

The Audit and Risk Committee is a committee of the Board of Trustees. Its purpose is to provide independent assurance to the Board on the effectiveness of the Trust's governance, risk management, internal control.

2. Authority

The Committee is authorised by the Board to:

a) Investigate any activity within its terms of reference.
b) Seek any information it requires from officers of the Trust.
c) Obtain external professional advice as necessary.
d) Secure the attendance of external advisers with relevant expertise.

3. Membership

a) The Committee shall consist of between three and five Trustees (including the Chair of the Finance & Estates Committee and excluding employees of the Trust).
b) At least one independent member should have recent and relevant financial experience.
c) The Committee may invite non-Trustees with relevant expertise to attend meetings.
d) The Committee may invite senior leaders, including the CEO and CFO to attend meetings.

4. Meetings

a) At least three meetings per academic year.
b) Additional meetings may be convened as required, with the permission of the Chair.
c) Quorum: Three members of the Committee of whom two must be Trustees (excluding the CEO). It is the responsibility of members to alert the Clerk in the event of known non-attendance at meetings.

5. Responsibilities

A. Internal Scrutiny

a) Oversee the Trust's internal scrutiny programme in line with the Academy Trust Handbook.
b) Ensure internal scrutiny provides independent assurance on the effectiveness of financial and non-financial controls.
c) Review and approve the annual internal scrutiny plan.
d) Receive and consider internal scrutiny reports and monitor implementation of recommendations.

B. Risk Management

a) Review the Trust's risk management framework at each meeting.
b) Ensure all categories of risk (strategic, financial, operational, compliance, reputational) are adequately identified, assessed, and managed.
c) Advise the Board on the adequacy of risk management arrangements.

C. Compliance and Assurance

a) Monitor compliance with statutory and regulatory requirements, including health and safety.
b) Review whistleblowing incidents relevant to the Committee.
c) Ensure the Trust has adequate fraud prevention and detection systems.

6. Reporting

a) Submit the annual internal scrutiny report to the Board and the Department for Education as required.

Finance and Estates Committee

1. Purpose

The Finance and Estates Committee is a committee of the Board of Trustees. Its purpose is to provide independent assurance to the Board on the effectiveness of the Trust's governance, internal control, and financial reporting frameworks.

2. Authority

The Committee is authorised by the Board to:

a) Investigate any activity within its terms of reference.
b) Seek any information it requires from officers of the Trust.
c) Obtain external professional advice as necessary.
d) Secure the attendance of external advisers with relevant expertise.

3. Membership

a) The Committee shall consist of between three and five Trustees (including the Chair of the Committee and excluding employees of the Trust).
b) At least one member should have recent and relevant financial experience.
c) The Committee may invite non-Trustees with relevant expertise to attend meetings.
d) The Committee may invite senior leaders, including the Chief Financial Officer, and other officers as appropriate to attend meetings.

4. Meetings

a) At least four meetings per academic year.
b) Additional meetings may be convened as required, with the permission of the Chair.
c) Quorum: Three members of the Committee of whom two must be Trustees. It is the responsibility of members to alert the Clerk in the event of known non-attendance at meetings.

5. Responsibilities

A. Budget Setting

a) Consider and agree the annual budgets prepared by schools and by the finance team for submission to the DfE.
b) Consider regular budget monitoring reports and periodic strategic financial projects prepared by the CFO and submit reports to the Board of Trustees on the budget position, together with any proposed corrective action to address significant variances between expenditure and budget.

B. Financial Oversight

a) Monitor the integrity of financial statements and reports.
b) Review findings from external audits and ensure appropriate follow-up.
c) Oversee the appointment and performance of external auditors.
d) Prepare the Annual Report and Accounts (in accordance with the DfE, Companies Act and Charity Commission requirements) for approval by the Board.
e) Produce a Finance Manual incorporating all the finance policies and Schemes of Delegation which will apply to the Trust and all schools within it. The manual should be recommended to the full Board of Trustees for approval and be approved annually.

f) The CFO will report to the Committee on an assessment of the budget position and financial management of each school wishing to join the Trust, which the Committee will consider as part of the conditions for acceptance.
g) Review with the CEO and CFO the projected income of both the central Trust and the schools compared to the estimated expenditure for at least three years (or for the period of the individual Academy's Improvement Plans), and where there any potential budget issues take such actions as may be appropriate or refer to the Board of Trustees.
h) Explore and consider all means of external finance available to the academy trust.

C. Compliance and Assurance

a) Monitor compliance with statutory and regulatory requirements, including health and safety.
b) Review whistleblowing incidents relevant to the Committee.
c) Ensure the Trust has adequate fraud prevention and detection systems.
d) Review all insurance arrangements.
e) Monitor the operational risk of school failure due to ineffective school leadership and management and/standards, as defined in the Risk Management Framework (RMF).

D. Estates & Resources

a) Review the academy trust's overarching Health and Safety policy annually, and oversee the action plans of the individual schools and ensuring that the academy trust takes all reasonable steps to comply with the Health and Safety at Work Act (1974).
b) The Committee will oversee building matters (especially those with a value exceeding a threshold in the Financial Manual) relating to the construction, improvement, site maintenance, together with insurance. Including oversight of the Trusts School Allocation Program ('SCA'). (Cleaning, catering and upkeep of the academy buildings and grounds will be delegated to the LGB though the Trust will keep an oversight of such delegation).
c) Monitor and review external estates/property contracts (with a value in excess of that specified in the Financial Manual), considering proposals for renewal or otherwise as appropriate.
d) Review annually the academy trust's Lettings Policy and oversee arrangements for the use of the academy Trust's school premises.
e) Monitor the progress of sustainability and carbon zero initiatives.

E. Digital standards, Cybersecurity and AI

a) Monitor progress against the DfE's Estate Management standards.
b) Review estate-related risks and ensure alignment with strategic priorities.
c) Monitor implementation against the DfE's Digital and Technology Standards.
d) Ensure digital risks, including cybersecurity, are appropriately managed.
e) Oversee the Trust's approach to cybersecurity, ensuring robust systems are in place to protect digital infrastructure and sensitive data.
f) Review the Trust's use of Artificial Intelligence (AI) and emerging technologies, ensuring ethical use, transparency, and alignment with safeguarding and data protection principles.
g) Ensure AI-related risks are identified and managed, particularly in relation to automated decision-making, pupil data, and staff systems.

6. Reporting

a) Submit the annual internal scrutiny report to the Board and the Department for Education as required.

Pay & Personnel Committee

1. Purpose

The Pay & Personnel Committee is a committee of the Board of Trustees. Its purpose is to provide strategic oversight and assurance on matters relating to staffing, pay, performance management, workforce wellbeing, and compliance with employment law and Trust policies. It also plays a key role in setting and recommending executive pay to the Board.

2. Authority

The Committee is authorised by the Board to:

a) Investigate any activity within its terms of reference.
b) Seek any information it requires from staff or external advisers.
c) Commission reports or reviews to support its work.
d) Make recommendations to the Board on pay and staffing matters.

3. Membership

a) The Committee shall consist of between three and five Trustees, with relevant HR or leadership experience where possible.
b) The CEO and Head of HR (or nominated member of the team) will attend all meetings. Other senior leaders may be invited according to the agenda for a meeting (excluding discussions about their own remuneration).

4. Meetings

a) At least three meetings per academic year.
b) Additional meetings may be convened as required, with the permission of the Chair.
c) Quorum: Three members of the Committee of whom two must be Trustees (excluding the CEO). It is the responsibility of members to alert the Clerk in the event of known non-attendance at meetings.

5. Responsibilities

A. Pay and Remuneration

a) Review and recommend the Trust's pay policies, ensuring compliance with the School Teachers' Pay and Conditions Document (STPCD) and other relevant frameworks as applicable.
b) Oversee the annual cost of living review process for central team members, including leadership pay and make any recommendations to the Board.
c) Ensure pay decisions are fair, transparent, and aligned with performance and Trust values, including exceptional pay request from Local Governing Bodies.
d) Review benchmarking data to ensure competitiveness, value for money and affordability.

B. Executive Pay

a) Agree the principles and process for setting executive pay.
b) Ensure the process is evidence-based, transparent, and compliant with the Academy Trust Handbook.
c) Consider external benchmarking, Trust performance, and individual performance when determining pay recommendations.
d) Recommend executive pay awards to the Board of Trustees for approval, ensuring decisions are clearly documented and justifiable.
e) Ensure that an appropriate appeal mechanism is in place and followed.

C. Performance Management

a) Monitor the effectiveness of the Growing Great People appraisal system for the central team, Trust leadership team and headteachers.
b) Review outcomes of senior leadership appraisals, including the CEO.

D. Workforce Strategy

a) Ratify and oversee the implementation of the Trust's workforce strategy,
b) Review staff wellbeing initiatives and monitor staff absence and turnover data.
c) Facilitate support where required in any employment relations matter within a school or the central team eg disciplinary, grievance, including where requested setting up of a panel in the case of an appeal.
d) Review and approve any LGB requests for exceptional payments.

E. Equality, Diversity and Inclusion

a) Ensure compliance with the Public Sector Equality Duty (PSED) and employment legislation.
b) Review workforce diversity data and challenge any disparities in recruitment, retention, or progression.

F. Policy and Compliance

a) Review and sign-off all people related policies, including grievance, disciplinary and capability.
b) Ensure compliance with employment law, safeguarding requirements, and safer recruitment practices.
c) Monitor the effectiveness of staff induction and training programmes.
d) Review whistleblowing incidents relevant to the Committee.