Board Terms of Reference

Spencer Academies Trust 2026

Common committee arrangements

Area	Standard requirement
Membership	The Board determines membership. Committees should normally comprise non-executive Trustees, with executive officers attending to provide evidence and advice. The Audit & Risk Committee must comply with the specific DfE independence requirements.
Majority	Each Board committee must contain a majority of Trustees. Executive attendees are not voting members unless the Board expressly determines otherwise and this remains compatible with the DfE requirements applicable to that committee.
Chair	The Board should appoint a committee Chair with the skills and confidence to lead effective challenge. The Chair of Trustees should not chair Audit & Risk. Where Audit & Risk and Finance & Resources are separate, they should have different Chairs.
Quorum	Quorum is three Trustee members unless the Board approves a higher or different requirement. No decision should be taken unless the required Trustee majority is present.
Clerk	The Governance Professional, or another appropriately independent clerk appointed by the Board, should support the committee. The CEO should not act as clerk.
Frequency	Scrutiny committees meet at least termly. Audit & Risk should meet at least three times each year. Remuneration meets as required and normally annually in the autumn term, with additional meetings where necessary.
Declarations	Members must declare relevant interests and withdraw from discussion/decision where required. The register of interests and related-party transaction requirements must be observed.
Papers	Reports should be concise and decision-focused, with an executive summary, key risks, trend/variance, management response and the assurance sought from the committee. Papers will be shared 5 working days in advance of each meeting.
Confidentiality	Committees may consider confidential matters where appropriate. Decisions and recommendations must nevertheless be recorded and reported in accordance with Trust governance and transparency requirements.
Annual review	Each committee reviews its Terms of Reference, skills and effectiveness annually and recommends changes to the Board.

Audit & Risk Committee

Purpose: To provide the Board with independent assurance that the Trust has effective financial and non-financial controls, risk management, internal scrutiny and external audit arrangements, and that weaknesses are identified and addressed. The committee should give the Board confidence that the Trust understands its principal risks and that management is responding appropriately.

Constitution and membership

- Membership should comprise Trustees only. Employees should not be members of the Audit & Risk Committee. The CEO/Accounting Officer and CFOO should attend to provide information and participate in discussion but are not members.
- At least one Trustee member should have recent or relevant accountancy or audit assurance experience.
- Members should receive appropriate financial and assurance training.
- The Chair of Trustees must not chair Audit & Risk. The Audit & Risk Chair should have sufficient independence and confidence to challenge the Accounting Officer, CFOO and assurance providers.

Meetings, quorum and conduct

- Meet at least three times each year, with additional meetings where the Chair considers necessary.
- Quorum: at least three Trustee members, subject to any higher requirement approved by the Board.

Authority

- Approve and oversee the Trust's annual risk-based programme of internal scrutiny, within the authority granted by the Board through the Scheme of Delegation, including agreeing the scope, timing and provider of the work, and ensure that the programme provides appropriate coverage of financial and non-financial controls and all categories of risk.
- Receive a report from the internal scrutineer at each Audit & Risk Committee meeting and receive and consider the annual internal scrutiny summary report for the year ended 31 August.
- Ensure internal scrutiny findings are made available promptly to all Trustees and that significant findings are escalated to the Board.
- Review the Trust risk register from an assurance perspective and advise the Board on the adequacy of risk identification, controls, mitigations and contingency/business continuity arrangements. Ultimate responsibility for risk remains with the Board.
- Review external audit plans, findings, management letters, regularity assurance and the annual report and accounts, and advise the Board/Members as appropriate.
- Monitor implementation of internal and external audit recommendations and escalate overdue or high-risk actions.
- Review fraud, irregularity and whistleblowing arrangements, including whether allegations are appropriately investigated and reported.
- Review auditor independence and any additional services provided by external auditors.
- Ensure relevant DfE/ESFA returns and information affecting funding are subject to appropriate assurance.
- Review the effectiveness of financial and non-financial controls, including segregation of duties, procurement controls, delegated authority and data/IT-related control risks where relevant.
- Make recommendations within the authority delegated by the Board; do not assume management responsibility for controls.
- The Committee is authorised to obtain any information it reasonably requires from any employee, internal scrutineer, external auditor or other assurance provider and, with appropriate approval, to obtain independent professional advice where necessary to fulfil its responsibilities.

Reporting to the Board

- The Chair presents a concise assurance report after each meeting identifying: significant assurance, limited/no assurance, overdue actions, emerging risks and matters requiring Board decision.

- Provide an annual opinion to the Board on the adequacy and effectiveness of risk management, internal control and governance processes, informed by internal scrutiny and external audit.
- Recommend to Members/Board, as applicable, matters relating to appointment, reappointment, dismissal and remuneration of external auditors in accordance with the Articles, DfE requirements and the Scheme of Delegation.
- Ensure the full Board receives internal scrutiny findings promptly.

Core annual workload

Core workload	What the committee should provide to the Board
Approve/refresh risk-based internal scrutiny plan; review strategic risk register; review external audit findings and previous-year control issues; review annual accounts and regularity assurance.	Annual assurance priorities and any significant weaknesses requiring Board action.
Internal scrutiny report; fraud/irregularity and whistleblowing assurance; review high-risk actions; test selected non-financial controls.	Evidence that control weaknesses are being closed and risks are within appetite.
Internal scrutiny progress; deep dive into a high-risk control area; review risk register and emerging risks; assess business continuity/contingency assurance.	Board-level risk intelligence and targeted recommendations.
Review annual internal scrutiny conclusion; effectiveness of external audit; draft annual committee report; review Terms of Reference and committee effectiveness.	Annual opinion, assurance report and recommendations for next year's assurance programme.

Expected level of challenge

Committee members should routinely test management evidence rather than simply receive reports. Typical questions include:

- What evidence demonstrates that the control works in practice, rather than that a policy exists?
- Which recommendations remain overdue, and why has management not closed them?
- What is the consequence if this control fails?
- Are we seeing repeated findings across schools or years?
- What has changed in the risk profile, and does the assurance programme reflect that change?
- Where is management relying on its own assurance rather than independent evidence?

Effectiveness and annual review

- Review these Terms of Reference annually and recommend amendments to the Board where the remit, governance structure, legislation or Scheme of Delegation has changed.
- The committee should assess at least annually whether its work has provided useful assurance, strengthened executive accountability and identified strategic issues for the Board.
- The Chair should ensure that committee agendas distinguish between assurance, scrutiny, decision-making and strategic discussion so that operational detail does not crowd out effective challenge.

Finance & Resources Committee

Purpose: To provide the Board with strategic financial oversight and challenge, ensuring the Trust remains financially sustainable, uses public resources effectively and aligns financial decisions with educational priorities and the Trust's strategy. The committee should focus on financial health, resource allocation, value for money and the consequences of strategic choices (not routine transaction approval).

Constitution and membership

- Membership should be predominantly Trustees with appropriate financial literacy and experience. The CFOO, CEO/Accounting Officer and relevant executive leaders should attend as required.
- The committee should have access to sufficient financial expertise and receive appropriate training.

Meetings, quorum and conduct

- Meet at least termly, with management accounts shared to the Chair monthly.
- Quorum: at least three Trustee members.
- Meetings should distinguish strategic financial oversight from operational finance reporting.

Authority

- Scrutinise the Trust's annual budget, medium-term financial strategy, three-year planning assumptions and going-concern position before recommendation to the Board.
- Monitor financial performance against budget, forecast outturn, cash flow, reserves, funding assumptions and key financial indicators.
- Scrutinise the use and distribution of Trust resources and the relationship between resource allocation and educational priorities.
- Review procurement strategy, contract management, value for money and compliance with the Scheme of Delegation and delegated financial limits.
- Review investment, reserves and treasury arrangements within the authority approved by the Board.
- Review the financial implications of strategic proposals, school improvement priorities, estates plans, staffing structures and growth proposals.
- Monitor material write-offs, losses, disposals and financial exposures within delegated authority.
- Ensure financial policies and financial regulations remain fit for purpose and aligned to the Scheme of Delegation and DfE requirements.
- Support the Board in satisfying itself that the Trust remains a going concern and financially sustainable.
- Do not duplicate Audit & Risk: Finance & Resources scrutinises financial performance and resource choices; Audit & Risk provides independent assurance over controls, risk and scrutiny.
- Review pupil number assumptions and their impact on funding and financial forecasts at least termly.
- Review the Trust's reserves position and reserves policy and recommend any changes to the Board
- Recommend the annual balanced budget to the Board for approval; the Committee does not replace the Board's responsibility to approve and minute the budget.
- Monitor compliance with applicable procurement legislation, Trust procurement procedures and DfE purchasing requirements, including the consideration and documentation of available DfE purchasing opportunities

Reporting to the Board

- Recommend the annual budget and medium-term financial strategy to the Board.
- Provide a termly financial assurance report highlighting sustainability, forecast risk, material variances, value for money and decisions required.
- Escalate any financial risk that could materially affect educational delivery, reserves, solvency or compliance.

- Identify where financial information should be considered alongside Quality & Standards, Estates or Safeguarding information.

Core annual workload

Core workload	What the committee should provide to the Board
Review year-end outturn; reserves and cash position; opening budget assumptions; funding changes; financial risks; initial medium-term plan.	Board assurance on financial starting position and assumptions.
Budget monitoring; staffing cost pressures; procurement/value for money deep dive; central services/top-slice review.	Challenge on affordability, efficiency and resource allocation.
Three-year financial forecast; scenario/stress testing; capital and estates affordability; curriculum-led financial planning themes.	Sustainability assessment and strategic trade-offs.
Recommend annual budget; review reserves; major contracts; investment/treasury; financial policies; year-end readiness.	Board recommendation on budget and financial sustainability.

Expected level of challenge

Committee members should routinely test management evidence rather than simply receive reports. Typical questions include:

- What would have to happen for the Trust to move outside its financial comfort zone?
- Which assumptions in the budget are most uncertain?
- What is the educational impact of this financial decision?
- Are we achieving value for money, not simply staying within budget?
- Where are we carrying recurring costs that should be challenged?
- How does the proposed resource allocation support the Trust strategy?

Effectiveness and annual review

- Review these Terms of Reference annually and recommend amendments to the Board where the remit, governance structure, legislation or Scheme of Delegation has changed.
- The committee should assess at least annually whether its work has provided useful assurance, strengthened executive accountability and identified strategic issues for the Board.
- The Chair should ensure that committee agendas distinguish between assurance, scrutiny, decision-making and strategic discussion so that operational detail does not crowd out effective challenge.

Estates Committee

Purpose: To provide strategic oversight and assurance that the Trust's estate is safe, compliant, sustainable, fit for purpose and aligned with educational strategy. The committee should focus on estate condition, risk, capital priorities and value for money, rather than becoming a project-management meeting.

Constitution and membership

- Membership should comprise Trustees with relevant skills/experience where possible, supported by the Director of Estates and relevant executive officers.
- The committee should maintain sufficient expertise in estates, health and safety, capital programmes, sustainability and/or project assurance.

Meetings, quorum and conduct

- Meet at least termly and more frequently where major capital or safety risks require scrutiny.
- Quorum: at least three Trustee members.
- Major project reporting should use standard gateway information: scope, cost, programme, risk, benefits, procurement route and delivery status.

Authority

- Monitor delivery of Trust strategic estates priorities and the Estates Strategy, including condition and development plans.
- Oversee assurance on health and safety compliance, statutory testing, fire safety, asbestos, safeguarding-related premises risks and other material estate compliance matters.
- Scrutinise the capital programme, including strategic priorities, project affordability, delivery risk, benefits and contract performance.
- Monitor major projects through agreed gateways and escalate material cost, programme, scope or risk changes.
- Review asset management, maintenance and lifecycle planning, space utilisation, energy/environmental sustainability and resilience.
- Advise Finance & Resources and the Board on capital priorities and financial implications.
- Monitor procurement and contractor performance for significant estates contracts in accordance with the Scheme of Delegation.
- Monitor business continuity implications arising from estate failure and major site risks.
- Avoid operational approval where authority is already delegated to executives; focus on whether the executive arrangements provide adequate assurance.
- Provide assurance that Trust assets are appropriately recorded, safeguarded, maintained and disposed of in accordance with the Scheme of Delegation and applicable DfE requirements.
- Estates identifies the strategic need and priority; Finance & Resources tests affordability; Board determines the strategic priority where reserved to it.

Reporting to the Board

- Provide a termly estates assurance report to the Board covering safety/compliance, condition, capital programme, major risks, budget/programme variance and strategic priorities.
- Recommend major strategic capital priorities to the Board where required by the Scheme of Delegation.
- Escalate any material health and safety or estate risk immediately rather than waiting for the next scheduled meeting.

Core annual workload

Core workload	What the committee should provide to the Board
Estate condition and compliance overview; statutory testing; critical backlog; capital programme review; business continuity/site risk.	Board assurance on safety and immediate estate priorities.
Capital project deep dive; contractor performance; procurement/value for money; sustainability/energy performance.	Challenge on delivery, cost and strategic value.
Three-year estates development priorities; lifecycle planning; major risks; space utilisation; capital affordability with Finance & Resources.	Recommended priorities and strategic trade-offs.
Capital programme outturn; condition priorities; compliance assurance; next-year programme; Terms of Reference review.	Board assurance on estate resilience and next-year priorities.

Expected level of challenge

Committee members should routinely test management evidence rather than simply receive reports. Typical questions include:

- What are the Trust's three most significant estate risks and what evidence shows they are controlled?
- Which capital projects are most at risk of cost or programme overrun?
- Are we spending on the highest-risk/highest-impact assets first?
- What is the lifecycle cost of the current estate strategy?
- What would be the impact of a major site failure and are contingencies credible?
- How does the estate support the Trust's educational and strategic vision?

Effectiveness and annual review

- Review these Terms of Reference annually and recommend amendments to the Board where the remit, governance structure, legislation or Scheme of Delegation has changed.
- The committee should assess at least annually whether its work has provided useful assurance, strengthened executive accountability and identified strategic issues for the Board.
- The Chair should ensure that committee agendas distinguish between assurance, scrutiny, decision-making and strategic discussion so that operational detail does not crowd out effective challenge.

Safeguarding & Inclusion Committee

Purpose: To provide the Board with strategic assurance that safeguarding, child protection, inclusion and pupil welfare are embedded consistently across the Trust, that statutory duties are met, and that leaders understand and address variation, risk and impact. The committee should provide robust challenge without becoming involved in individual case management.

Constitution and membership

- Membership should comprise Trustees with appropriate safeguarding and/or inclusion expertise. The Trust Designated Safeguarding Lead/appropriate executive safeguarding lead should attend.
- The committee should ensure at least one Trustee has sufficient safeguarding knowledge and experience to provide informed challenge and should maintain an appropriate skills-development plan.

Meetings, quorum and conduct

- Meet at least termly, with additional meetings for significant safeguarding or inclusion concerns.
- Quorum: at least three Trustee members.
- Individual cases should only be discussed where necessary to discharge the Board's assurance responsibilities and with strict regard to confidentiality.

Authority

- Monitor the Trust-wide safeguarding framework, including compliance with Keeping Children Safe in Education, safer recruitment, allegations against staff, child protection arrangements, training and DSL capacity.
- Review safeguarding assurance from academies and identify systemic themes, variation and areas requiring intervention.
- Monitor inclusion across SEND, disadvantaged pupils, pupils known to social care, attendance, behaviour, exclusions and access/participation where these indicate safeguarding or inclusion risk.
- Review whether policies and procedures are implemented consistently and whether leaders can evidence impact.
- Monitor safeguarding audit outcomes, external reviews, local authority/partner feedback and actions.
- Scrutinise filtering/monitoring and online safety assurance where relevant to safeguarding risk.
- Monitor safeguarding-related workforce capacity, training and culture.
- Provide strategic advice to the Board on emerging safeguarding/inclusion risks and resource implications.
- Do not direct DSLs, investigate individual cases or replace executive safeguarding leadership.
- Provide assurance that safeguarding is embedded within the culture and leadership of each academy and that safeguarding concerns, allegations, low-level concerns and whistleblowing themes are appropriately monitored at Trust level
- Provide the Board with an annual safeguarding assurance statement confirming the extent to which the Trust's safeguarding arrangements comply with statutory guidance and are operating effectively in practice

Reporting to the Board

- Provide a termly safeguarding and inclusion assurance report identifying material risks, trends, variation between academies, actions and required Board attention.
- Provide an annual assurance statement to the Board on the effectiveness and consistency of safeguarding and inclusion arrangements.
- Escalate serious concerns promptly in accordance with Trust procedures rather than waiting for scheduled committee reporting.
- Ensure the Board receives sufficient assurance that inclusion is embedded across the Trust, consistent with the DfE expectation for trust-wide oversight.

Core annual workload

Core workload	What the committee should provide to the Board
Annual safeguarding assurance; KCSIE compliance; DSL capacity; training; safer recruitment; policy review; key external assurance.	Board confidence on statutory compliance and readiness.
Safeguarding audit themes; attendance/behaviour/exclusions and vulnerable groups; online safety; inclusion/SEND deep dive.	Challenge on variation and impact.
Deep dive into a systemic safeguarding/inclusion theme; safeguarding culture; allegations/low-level concerns themes; workforce capacity.	Evidence that systems are preventative and effective.
Annual safeguarding/inclusion effectiveness review; external review outcomes; policy and training priorities; next-year assurance plan.	Annual assurance and strategic priorities.

Expected level of challenge

Committee members should routinely test management evidence rather than simply receive reports. Typical questions include:

- How do we know safeguarding is effective in practice at every academy?
- Where is there material variation, and what is the explanation?
- What does the evidence tell us about the experience of vulnerable pupils?
- Are leaders identifying issues early enough?
- What themes are emerging from audits, complaints, exclusions, attendance or external reviews?
- Where are resource or workforce pressures creating safeguarding or inclusion risk?

Effectiveness and annual review

- Review these Terms of Reference annually and recommend amendments to the Board where the remit, governance structure, legislation or Scheme of Delegation has changed.
- The committee should assess at least annually whether its work has provided useful assurance, strengthened executive accountability and identified strategic issues for the Board.
- The Chair should ensure that committee agendas distinguish between assurance, scrutiny, decision-making and strategic discussion so that operational detail does not crowd out effective challenge.

Remuneration Committee

Purpose: To provide independent oversight and recommendation on senior executive remuneration and performance arrangements, ensuring that pay decisions are lawful, proportionate, evidence-based, affordable, aligned to Trust strategy and consistent with the Academy Trust Handbook, the Scheme of Delegation and the Trust's remuneration policies.

Constitution and membership

- Membership should comprise non-executive Trustees only. Individuals must not participate where there is a conflict of interest.
- The committee should have sufficient understanding of executive remuneration, organisational performance and the Trust's pay framework, drawing on independent advice where necessary.

Meetings, quorum and conduct

- Meet at least annually in the autumn term and additionally where required for appointment, performance, restructuring or other remuneration matters.
- Quorum: at least three Trustee members.
- The committee should maintain clear records of conflicts, evidence considered and the rationale for recommendations.

Authority

- Lead the independent scrutiny of the CEO's and Executive performance and remuneration and make recommendations to the Board.
- Ensure that all executive remuneration decisions are supported by documented evidence concerning role scope, performance, affordability, market comparison, proportionality and value for money
- Ensure decisions reflect the Trust's strategy, financial sustainability, organisational performance, role scope and relevant external benchmarks.
- Consider DfE approval requirements and the Academy Trust Handbook provisions concerning senior executive pay, especially where applicable thresholds or approval requirements are triggered.
- Review the relationship between performance objectives, organisational outcomes and remuneration decisions.
- Consider succession, retention and workforce risks where they materially affect senior executive remuneration.

Reporting to the Board

- Provide a clear written recommendation to the Board where Board approval is required, setting out evidence, options, financial impact and rationale.
- Escalate any proposed payment or arrangement requiring DfE approval before commitment.

Core annual workload

Core workload	What the committee should provide to the Board
CEO appraisal outcome; senior executive pay review; external benchmarking; affordability; DfE compliance/approval requirements.	Evidence-based recommendations to the Board.
Review progress against CEO objectives; identify any emerging performance/support issues; succession and retention considerations where relevant.	Assurance that performance management is active and strategic.
Review next-year objectives and remuneration framework; consider strategic workforce priorities; annual effectiveness review.	Board assurance and recommendations for next cycle.

Expected level of challenge

Committee members should routinely test management evidence rather than simply receive reports. Typical questions include:

- What evidence demonstrates achievement against agreed objectives?
- How does the proposed remuneration compare with the role's scope, complexity and external evidence?
- Is the recommendation affordable and sustainable?
- Are performance outcomes sufficiently differentiated from activity?
- Does the proposal comply with DfE requirements and the Scheme of Delegation?
- Would the rationale withstand external scrutiny?

Effectiveness and annual review

- Review these Terms of Reference annually and recommend amendments to the Board where the remit, governance structure, legislation or Scheme of Delegation has changed.
- The committee should assess at least annually whether its work has provided useful assurance, strengthened executive accountability and identified strategic issues for the Board.
- The Chair should ensure that committee agendas distinguish between assurance, scrutiny, decision-making and strategic discussion so that operational detail does not crowd out effective challenge.

Quality & Standards Committee

Purpose: To provide the Board with strategic oversight and challenge on educational quality, outcomes, inclusion, leadership effectiveness and school improvement, ensuring that the Trust's strategy is translating into improved outcomes and a consistently strong educational experience across all academies.

Constitution and membership

- Membership should comprise Trustees with appropriate education, school improvement, SEND, data and/or leadership experience, supported by relevant executive education leaders.
- The committee should ensure sufficient expertise to interrogate performance information and challenge the evidence behind school improvement judgements.

Meetings, quorum and conduct

- Meet at least termly, with additional deep-dive sessions where performance or external review activity requires.
- Quorum: at least three Trustee members.
- The committee should focus on Trust-wide patterns and schools requiring strategic attention, rather than reviewing every school in equal operational detail.

Authority and boundaries

- Monitor Trust performance against strategic priorities and educational outcomes, including attainment, progress, attendance, behaviour, personal development and other agreed indicators.
- Scrutinise the quality and consistency of education and leadership across the Trust, including the effectiveness of school improvement arrangements.
- Review external inspection/review outcomes, identify Trust-wide themes and monitor actions arising.
- Monitor performance of vulnerable and priority groups, including SEND, disadvantaged pupils and children known to social care.
- Review the effectiveness of intervention and improvement strategies, including whether support is timely, proportionate and achieving impact.
- Recommend Trust-wide improvement priorities to the Board.
- Advise Finance & Resources on resource implications of improvement priorities.
- Consider stakeholder voice and engagement where this provides meaningful evidence about quality and outcomes.
- Monitor the effectiveness of the Academy Governance Committee framework in providing local scrutiny and assurance, where relevant.
- Do not direct school leaders or replace executive school improvement functions.
- Advise the Board where evidence indicates that the Trust's strategic priorities, resource allocation or organisational capacity need to change to improve educational outcomes.

Reporting to the Board

- Provide a termly educational assurance report identifying strengths, areas of concern, trends, variation, intervention and impact.
- Recommend strategic Trust improvement priorities and identify where Board-level intervention or resource allocation is required.
- Provide an annual assessment of whether the Trust's improvement strategy is delivering against intended outcomes.
- Highlight areas where Board strategy should change in response to evidence.

Core annual workload

Core workload	What the committee should provide to the Board
Prior-year outcomes; current performance; school risk/priority profile; improvement plans; external inspection position.	Board assurance on starting position and priorities.
Quality of education deep dive; attendance/behaviour; vulnerable groups; intervention impact.	Challenge on consistency and impact.
Leadership and school improvement effectiveness; curriculum/teaching theme; external review findings; stakeholder evidence.	Assessment of whether improvement capacity is working.
Annual outcomes trajectory; strategic improvement priorities; resource implications; next-year assurance plan; committee effectiveness.	Board-level conclusions and recommendations.

Expected level of challenge

Committee members should routinely test management evidence rather than simply receive reports. Typical questions include:

- What has changed as a result of the intervention, and how do we know?
- Where is performance materially different between academies or groups of pupils?
- Are leaders addressing the root cause or only the symptoms?
- What evidence supports the executive judgement?
- Which schools require disproportionate Board attention and why?
- What does the data say that the narrative does not?
- Are we allocating resources to the areas with the greatest educational impact?

Effectiveness and annual review

- Review these Terms of Reference annually and recommend amendments to the Board where the remit, governance structure, legislation or Scheme of Delegation has changed.
- The committee should assess at least annually whether its work has provided useful assurance, strengthened executive accountability and identified strategic issues for the Board.
- The Chair should ensure that committee agendas distinguish between assurance, scrutiny, decision-making and strategic discussion so that operational detail does not crowd out effective challenge.