

SFET Terms of Reference

Reviewed by resolution of the Board on 8 July 2026

Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Board**) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established three different types of committee:

- main Board committees which are established to deal with Trust-wide matters such as audit, finance, pay and performance management, and admissions (**Board Committees**);
- Teaching School Hub/ SCITT Strategic Board committee established by the Board to support the effective operation of these organisations; and
- local governing bodies which are established by the Board to support the effective operation of the Academies (**LGBs**);

The Board will review these Terms of References together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

1 Establishing the Committees

1.1 The Board has resolved to establish the following Board Committees as committees of the Board:

- audit and risk committee (**Audit & Risk Committee**), (the functions of this committee are currently included within the finance committee meetings as permitted under S 2.4.2 ATH);
- finance committee (**Finance Committee**); and



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- pay, personnel and performance management committee (**PPP Committee**).
- admissions committee (**Admissions Committee**)
- TSH & SSF SCITT strategic board (**SSF SCITT Strategic Board**)

- 1.2 The Board has resolved to establish LGBs for its Academies each as a separate committee of the Board. An LGB may act in respect of two or more Academies. The current list of LGBs and the Academies they operate in respect of is set out in Appendix 1.

2 Membership – Board Committees

- 2.1 Each Board Committee shall have a minimum of three members and maximum of seven members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).
- 2.2 The Board will appoint and remove all Committee members.
- 2.3 The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.
- 2.4 The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.
- 2.5 The Trustees recognise the overriding principles of the Academies Trust Handbook published by the DFE (the **ATH**) and that the Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Risk Committee the Board will adhere to the principles of the AFH and:
- staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
 - the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

3 Membership – LGBs

- 3.1 Each LGB operating in respect of one Academy shall, unless the Board resolve otherwise, have a minimum of five members and a maximum of eleven members.
- 3.2 Each LGB operating in respect of two or more Academies shall, unless the Board resolve otherwise, have a minimum of seven members and a maximum of thirteen members.
- 3.3 The membership of each LGB (each a **LGB Member**) shall be as follows (unless the Board resolve otherwise):



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- at least two parent members;
- two staff members;
- the Head Teacher of the academy;
- up to five persons appointed by the Board;
- subject to paragraph 3.6, up to three other persons co-opted by members of the LGB;

3.4 The current LGB Members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.

3.5 The Trustees shall:

- make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Members, including any question of whether a person is a parent of a registered pupil at an Academy. Any election of a parent member which is contested shall be held by secret ballot;
- make all necessary arrangements for, and determine all matters relating to, the election of staff LGB Members.

3.6 The LGB Members may only appoint co-opted members with the consent of the Board.

3.7 The term of office for any LGB Member shall be four years, save that this time limit shall not apply to the Head Teachers. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

3.8 When a new academy joins the MAT there may be an initial period determined by the Trustees where the newly established LGB constitution is larger than set out above in section 3.1 to allow for existing Governors to remain in place to aid successful transition into the MAT.

3.9 When a new LGB is established and there are governors transferring from the school joining the MAT they will continue to serve their existing term of office.

4 Chairs of Committees

4.1 The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee or LGB (as appropriate). The Trustees shall make all necessary arrangements at their discretion regarding the process for election of the Chair of a Board Committee or LGB.

4.2 Subject to paragraph 4.3, each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.

4.3 No person may act as Chair of a Board Committee under paragraph 4.1 unless they are also a Trustee.

4.4 Subject to paragraph 4.5:

- the LGB Members shall at the first meeting of each academic year appoint a LGB Member to act as Chair of the LGB;
- where a person appointed as Chair of the LGB pursuant to the procedure set out in the previous bullet ceases to be Chair of the LGB and/or a LGB Member for whatever reason then, the Board shall appoint a LGB Member to act as Chair to hold office until the first LGB meeting of the following academic year;
- the LGB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

4.5 No person may act as Chair under paragraph 4.4 if they are an employee of the Trust.

5 Authority, remit and responsibilities of the Committees

5.1 Each Committee shall be responsible for the matters as set out in Appendix 3.

5.2 Each Committee is authorised by the Board to:

- carry on any activity authorised by these Terms of Reference; and
- seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.

5.3 Save with the consent of the Board, the Committees may not establish sub-committees.

6 Proceedings of Committee meetings

6.1 The Committees will meet as often as is necessary to fulfil their responsibilities but usually three times a year.

6.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

6.3 The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.

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- 6.4 The quorum for the transaction of the business of LGB shall be three LGB Members [provided that that at least one of them is a LGB Member appointed by the Board (not including staff members or parent members)].
- 6.5 The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.
- 6.6 The relevant Head Teacher shall ensure that a clerk is provided to take minutes at meetings of the LGBs.
- 6.7 Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.
- 6.8 Each Committee member present in person shall be entitled to one vote.
- 6.9 Where there is an equal division of votes the Chair shall have a casting vote.
- 6.10 A register of attendance shall be kept for each Committee meeting and published annually.
- 6.11 Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
- 6.12 References in paragraph 6 to the “Chair” shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

7 Conduct of Committee members

- 7.1 All Committee members shall observe at all times the provisions of the Trust’s code of governance.

8 Members’ Interests

- 8.1 Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- 8.2 Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
- there may be a conflict between their interests and the interests of any of the Academies or the Trust;
 - there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or

- they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

9 Disqualification & Removal of Committee Members

9.1 A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

- is or becomes disqualified from holding office under the Trust's Articles of Association;
- is or becomes disqualified from holding office as a governor of a school or academy;
- is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
- is barred from any regulated activity relating to children;
- is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
- commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;
- in the case of a LGB Member, is absent without the permission of the LGB Members from all their meetings held within a period of six months and the LGB Members resolve that his office be vacated;
- resigns his/her office by notice in writing to the relevant Chair;
- in the case of a Head Teacher, they cease to be the Head Teacher;

- in the case of a LGB Member, their term of office expires and they are not re-appointed.

9.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGB Member by written notice to the relevant Chair.

10 Reporting Procedures

10.1 Within 14 days (or as soon as reasonably practical thereafter) of each meeting each Committee will:

- produce and agree minutes of its meetings;
- provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board,

together the **Committee Reports**.

10.2 The Committee Reports can be agreed by committee members by email.

10.3 The Committee Reports will be sent to the Board within 21 days of each Committee meeting.

10.4 Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

10.5 Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.