



Transforming Lives

EDUCATIONAL TRUST

**Operations Standards
Committee (OSC)
Terms of Reference**

January 2022

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1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are Directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the [Academies Act 2010](#) and through the contractual instrument of the [Transforming Lives Educational Trust Master Funding Agreement](#).
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. The principal aims are to:
 - Ensure clarity of vision, ethos and strategic direction;
 - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
 - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts’ governance framework documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see **p. 9**.

2 – Context

- 2.1 The Trust Board has established an Operations Standards Committee (OSC) to provide independent assurance of operational regularity and support for the CEO and the TLET Academies Leadership group.
- 2.2 The OSC is a subcommittee of the Trust Board.

3 – Purpose

- 3.1 The purpose of the OSC is to monitor and ensure operational regularity regarding applied remuneration standards, performance and practice of safeguarding, and the organisation and management of resources. Specifically, the oversight regarding standards relating to:
 - learning environment, culture, ethos and values;
 - teaching and learning performance;
 - compliance and regulation;
 - staffing policy and practice;
 - safeguarding;
 - pupil, student and staff wellbeing;
 - school improvement.

4 – Scope and Remit

- 4.1 The OSC will maintain a rolling agenda which will be reported to the Board on a regular basis.
- 4.2 The OSC will be responsible for:
 - 4.2.1 **Remuneration Standardisation**
 - monitoring of decision-making processes regarding remuneration and staff performance development review; ensuring such are conducted in accordance with agreed Trust-wide Policies (such as the TLET **Pay Policy** and TLET **Appraisal Policy**), protocols and practice;
 - ratification of the Principals’ annual salary award as recommended consequent upon independently supported Performance Development Reviews;

- arbitration of appeals in accordance with TLET Pay Policy;
- review of all policies and work instructions pertinent to remuneration standardisation.

4.2.2 Safeguarding Performance

- evaluation of the effectiveness of safer recruitment practice within and across the Trust, in line with current Department of Education statutory guidance detailed in:
 - [Working Together to Safeguard Children](#)
 - [Keeping Children Safe in Education](#)
- review of AIM Board impact assessments of the local Academy implementation of safeguarding practices, policies and protocols;
- review of all policies and work instructions pertinent to safeguarding performance.

4.2.3 Resource Management

- monitoring implementation and impact of TELT culture, ethos and values;
- evaluation of curriculum design and delivery, including pupil/student performance data;
- review of all policies and work instructions pertinent to resource management.

4.2.4 Outcomes and Impact Data

- reviewing pupil/student and staff wellbeing;
- reviewing educational outcomes and performance data;
- assessing impact of School Improvement Plans (SIPs);
- monitoring consistency of Teaching Standards across the Trust.

4.2.5 AIM Board Annual Review (for more details regarding the process of the OSC annual review of academy AIM Boards, please see paragraphs 16.1-16.8)

- assessing impact of 'local' governing performance;
- identification of governing 'local' best practice;
- determining opportunities to improve 'local' governance standards.

5 – Composition

- 5.1 The OSC shall comprise a maximum of 5 and no fewer than 3 Trustee members. The Chair of the Trust Board is not permitted to be a member of the OSC but may at the request of the Chair of the OSC be invited to attend from time to time.
- 5.2 The Chair of the OSC will be elected annually by the Trust Board from any of its members except the Chair.
- 5.3 All OSC members will be non-executive and appointed to the OSC by the Trust Board, on the recommendation of the Chair of the Trust Board.
- 5.4 The Board's nominated Safeguarding 'lead' is automatically a member of the OSC.
- 5.5 The Trust Board may also appoint or co-opt one or more independent external non-voting members. The members/attendees of the OSC may recommend such appointments to the Trust Board.

6 – Rights

- 6.1 The OSC shall be entitled to:
- sufficient resources to carry out its duties;
 - specialist ad-hoc advice, subject to confirmation from the Board that funds are available;
 - seek any information it requires in order to perform its duties from any employee of the Trust;
 - call any employee to be questioned at a meeting of the OSC as and when required.

7 – Other Matters

- 7.1 The Chair of the OSC shall meet periodically with the CEO outside the formal OSC meetings. The Chair of OSC shall also meet routinely with the Chair of the Trust Board.
- 7.2 The OSC shall arrange for periodic reviews of its own performance, including periodic self-assessment and external independent review, and annually review its constitution and Terms of Reference to ensure that it is operating at maximum effectiveness, recommending any changes it considers necessary to the Trust Board for approval.
- 7.3 All OSC members are expected to undertake an appropriate programme, facilitated by the CEO, of engagement within the Trust and its activities to help them understand its objectives, business needs, priorities and risks.
- 7.4 The Trust Board will ratify the role and Terms of Reference of the OSC at the start of each academic year and ensure alignment with the Trust's wider systems of governance.

8 – Term of Office

- 8.1 The term of office for OSC members will be for a period of 3 years, extendable for up to a maximum of a further 3 years at the discretion of the Trust Board. OSC members who are members of the Trust Board may stand down with the consent of the Trust Board and their service will discontinue if they no longer serve as members of the Trust Board.
- 8.2 When the term of the Chair of the OSC is due to expire, a managed transition process will be followed.

9 – Governance Professional

- 9.1 The Chair of the Trust Board shall ensure a governance professional (clerk) is available to service OSC meetings.
- 9.2 The clerk shall not be a Trustee.

10 – Quorum

- 10.1 A duly convened meeting of the OSC at which more than 50% of voting members is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the OSC. If the meeting is not quorate, any matter decided by the OSC will only be a recommendation and must be ratified by the Trust Board.
- 10.2 The Chair of the Trust Board may nominate alternative Trust Board delegates if one or two members of the OSC cannot attend a meeting.
- 10.3 When matters are decided by the OSC through a vote, the Chair shall have a casting vote in the event of an equal division of votes.

11 – Reporting and Responsibilities

- 11.1 The OSC Chair will formally report to the Board after each meeting. This will usually be done by submitting a copy of the draft minutes with the OSC Chair highlighting any significant matters which the OSC considers relevant to draw to the Trust Board's attention.
- 11.2 The OSC shall prepare an annual schedule of work (SoW) which is ratified by the Trust Board at the commencement of each Academic year.

12 – Frequency and Conduct of Meetings

- 12.1 The OSC will meet as often as is necessary to fulfil its responsibilities but at least four times a year.
- 12.2 Meetings shall normally be face-to-face. However, if circumstance dictates, meetings can be facilitated via video conferencing.
- 12.3 All meetings will be chaired by the Chair of the OSC. In the absence of the Chair the remaining members present shall elect one of their number to chair the meeting.
- 12.4 The OSC may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 12.5 There shall be one meeting a year when the OSC meets with the Principals of the TLET academies.

13 – Attendance at Meetings

- 13.1 OSC meetings will normally be attended in a non-voting capacity, by the:
 - Chief Executive Officer;
- 13.2 Trustees shall attend OSC meetings at a level of attendance so as to ensure proper business practice and continuity.
- 13.3 Sustained irregular attendance of two consecutive absences and/or three within a year will prompt an attendance review with the Chair, which could result in termination of the Trustee's membership of the OSC.
- 13.4 Members of the OSC may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- 13.5 A register of attendance shall be kept for each OSC meeting and published annually.

14 – Notice of Meetings

- 14.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers shall be sent to the OSC and all other persons required to attend, no later than five working days before the date of the meeting.
- 14.2 In addition to its scheduled meetings, further meetings of the OSC may be called by the clerk at the request of the Trust Board or of the Chair of the OSC.

15 – Minutes of Meetings

- 15.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 15.2 Draft minutes of the meetings shall be sent to the Chair of the OSC for approval and then circulated to members of the OSC and any attendees within twenty working days of the meeting taking place.
- 15.3 The minutes are ratified and marked as a true and accurate record by the OSC at its subsequent meeting.
- 15.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific OSC folder.
- 15.5 Paper copies of approved minutes shall be filed by the clerk at an agreed location at the TLET Central Offices.

16 – AIM Board Annual Review

- 16.1 In cognisance of existing reporting structures regarding academy performance, namely: CEO report, Link Trustee reports, external reporting mechanisms such as that of Challenge Partners, and the academy's Self-Evaluation Categorisation Framework etc., the Trust Board does not require, under normal circumstance, AIM Boards to submit formal written reports to the Trust Board.
- 16.2 However, in keeping with the regular review instrument as adopted by the Regional Schools Commissioner (RSC) with the Trust, AIM Boards are required to attend an annual review with the Trust's Operations Standards Committee.
- 16.3 The leading instrument for review will be the categorisation framework as mentioned in paragraph 16.1. This will be used as a basis to jointly determine and agree academy performance for the previous year and areas for improvements in the coming year.
- 16.4 The annual review will involve the OSC (comprising three Trustees), the Chair of the AIM Board plus up to two additional AIM Board Partners, as well as the academy Principal. The CEO and the Chair of the Trust Board shall also be present.
- 16.5 The OSC will give AIM Board a minimum of sixty days' notice of the annual review date. Prior to the annual review, and to inform and shape the professional discussion, the OSC will have accessed:
- Minutes of AIM Board meetings;
 - Principal's Reports to the AIM Board;
 - AIM Board quality assurance findings/reports;
 - CEO Report to the Trust Board;
 - External reports – eg. Ofsted, Challenge Partners etc;
 - Local Authority Safeguarding audits;
 - Pupil/Student outcome data;
 - Academy self-evaluation data.
- 16.6 The Clerk to the Trust Board will provide clerking services for this meeting.
- 16.7 An agenda shall be issued to all parties in advance of the review.
- 16.8 Minutes of the meetings will be produced in line with paragraphs 15.1 – 15.5 above.

17 – Monitoring of Terms of Reference

- 17.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority](#)

[TLET Master Funding Agreement](#)

[TLET Declaration of Pecuniary and Personal Interests](#)

TLET Strategic Plan

TLET Pay Policy

TLET Appraisal Policy

[Working Together to Safeguard Children](#)

[Keeping Children Safe in Education](#)

[Charities Statement of Recommended Practice](#)

[The ESFA Academy Trust Handbook](#) (updated annually)

[ESFA's Accounts Direction](#)

[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated).

[TLET OSC Terms of Reference | January 2022 v.1](#)

[The Ofsted Education Inspection Framework](#)

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.