

TERMS OF REFERENCE THE RESOURCES COMMITTEE



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1. INTERPRETATION

1.1 In this document:

“Academy”	means Catmose College, Catmose Primary and Harington School;
“Articles”	means the Articles of Association of the Company;
“Local Governing Body”	means the local governing body for the Academy constituted as provided by articles 100 - 104 of the Articles of the Company;
“Governor”	means a member of the Local Governing Body;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Director as further detailed within clauses 97 and 98 of the Articles;
“Executive Principal”	means the member of staff at the Company who has been appointed to have overall day to day responsibility of its operations;
“Head of School”	Means the member of staff who has been appointed to have overall day to day control of and responsibility of the Academies.
“Secretary”	means the Company Secretary of the Company or any other person appointed to perform the duties of Company Secretary to the Company;
“Staff Member”	means a member elected to the Local Governing Body by members of staff of the Academy or in default of election appointed by the Local Governing Body;
“this document”	means these Terms of Reference;
“the Company”	means Rutland and District Schools’ Federation, a company limited by guarantee having registered number 07552631;
“the Directors”	means those persons appointed as directors and trustees of the Company;

Unless the context requires otherwise, a reference to:

- 1.2.1 a numbered clause is a reference to the clause so numbered in this document, and
- 1.2.2 a numbered paragraph is a reference to the paragraph so numbered in the clause in which the reference appears; and
- 1.2.3 words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.

2. RESPONSIBILITIES OF THE RESOURCES COMMITTEE

- 2.1 The Company is a charitable company limited by guarantee. It has entered into a Master Funding Agreement and a Supplemental Funding Agreement in relation to the Academy entered into with the Secretary of State (together the "Funding Agreements").
- 2.2 The Directors are the charity trustees and responsible for the general control and management of the administration of the Company in accordance with the provisions set out in the Articles of the Company.
- 2.3 The Resources Committee shall be a Committee of the Directors established pursuant to articles 100 - 104 of the Articles of the Company.
- 2.4 Legal responsibility for the Academy lies with the Company. It is governed by the Directors, who rely on advice and support from the Resources Committee, particularly financial, staffing, the maintenance of site and land matters and the specific matters delegated under these Terms of Reference. For the avoidance of doubt, the acquisition and sale of land remains the responsibility of the Company.
- 2.5 Subject to provisions of these Terms of Reference, the Companies Act 2006, the Articles and to any directions given by special resolution of the Directors, the business of the Academy shall be managed by the Resources Committee who may exercise all the powers of the Company. The Directors delegate the following specific duties to the Federation Resources Committee:
 - 2.5.1 agreement of the Academy's annual funding;
 - 2.5.2 determination of the policies as outlined in the Policies Management document;
 - 2.5.3 compliance with the Academy's financial handbook (or any subsequent set of financial requirements imposed by the Department for Education) including determination and implementation of procurement policies for the Academy;
 - 2.5.4 oversight with regard to the finances of the Academy, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreements;

- 2.5.5 determination of the corporate planning and strategy for the Academy in consultation with the Directors;
- 2.5.6 the determination, of the extent of the services provided to the Academy and other partners and how the costs should be allocated;
- 2.5.7 determining the cashflow policy for the Academy and monitoring income and expenditure for the Academy;
- 2.5.8 determining financial and reporting targets for the Academy;
- 2.5.9 consideration of the Academy's required funding in connection with the agreement with the DfE of the Academy's budget;
- 2.5.10 monitoring and reviewing expenditure on a regular basis and ensure compliance with the overall financial plan for the Academy;
- 2.5.11 maintenance of proper accounting records and the preparation of income and expenditure and balance sheets as required;
- 2.5.12 responsibility for human resource policies and procedures and terms and conditions of service;
- 2.5.13 the staffing structure and appointment (including the Executive Principal), job description, appraisal and dismissal of all members of staff of the Academy, but the remuneration of every member of staff and their terms of service shall be within the parameters from time to time established by the Directors;

3. FINANCIAL MATTERS

- 3.1 Following the Resources Committee approval, the budget is to be submitted to the Directors for approval and, for the avoidance of doubt, the Academy budget shall not be effective until such times as it has been approved by the Directors.
- 3.2 The Resources Committee is required to work to cash limits as may be determined by the Company and based on the approved budget. Under no circumstances has the Resources Committee the authority to borrow money.
- 3.3 Except where prior permission has been obtained from the Directors, the Academy budget is to be prepared to show break even or better.

4. ACCOUNTS AND AUDIT

- 4.1 The Resources Committee shall:
 - 4.1.1 have a programme of internal scrutiny to provide independent assurance to the Board that it's financial and other controls, and risk management procedures, are operating effectively.

- 4.1.2 keep proper accounts and proper records in relation to the accounts; and
- 4.1.3 prepare in respect of each financial year of the Academy a statement of accounts.
- 4.2 The statement shall give a true and fair account of the state of the Academy's affairs at the end of the financial year and of the Academy's income and expenditure in the financial year.
- 4.3 The accounts (including any statements prepared under this clause), shall be audited by persons appointed in respect of each financial year by the Company.

5. COMPOSITION OF THE RESOURCES COMMITTEE

- 5.1 The membership of the Resources Committee shall be determined in accordance with the following provisions:
 - 5.1.1 The total membership shall be not less than 6 and not more than 10.
 - 5.1.2 The membership shall comprise:
 - (a) the Executive Principal;
 - (b) 3 Catmose College directors;
 - (c) 1 Catmose Primary director;
 - (d) 1 Harington School director;
 - (e) such other members with appropriate skills as the Directors decide.
- 5.2 The Chief Finance Officer for the Company and Heads of School will attend meetings as required by the committee.
- 5.3 The Resources Committee may continue to act notwithstanding a temporary vacancy in its composition.

6. MEETINGS OF THE RESOURCES COMMITTEE

- 6.1 The Resources Committee shall meet at least three times per academic year and shall hold such other meetings as may be necessary.
- 6.2 All meetings shall be convened by the clerk to the Resources Committee, who shall send to the Directors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 6.3 A meeting of the Resources Committee shall be called by the clerk whenever requested by the chairman or at the request in writing by any three Directors. Where there are matters demanding urgent consideration, the chairman or, in his absence, the Executive Principal may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 6.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

7. QUORUM

- 7.1 Meetings of the Resources Committee shall be quorate if three or one-third of members are present (whichever is greater).
- 7.2 If the number of Directors assembled for a meeting of the Resources Committee does not constitute a quorum, the meeting shall not be held. If, in the course of a meeting of the Resources Committee the number of Directors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 7.3 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the chairman shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the clerk to convene the meeting accordingly.

8. PROCEEDINGS OF MEETINGS

- 8.1 Every question to be decided at a meeting of the Resources Committee shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote. Where there is an equal division of votes, the chairman of the meeting shall have a second or casting vote.
- 8.2 A Director may not vote by proxy.
- 8.3 No resolution of the Directors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 8.4 Any Director who is also an employee of the Company shall withdraw from that part of any meeting of the Resources Committee at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 8.5 A resolution in writing, signed by all the Directors (or all of the members of a committee of the Directors), shall be valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors (or the members of a committee, as the case may be).
- 8.6 Any Director shall be able to participate in meetings of the Company by telephone or video conference provided that he has given reasonable notice to the clerk and that the Directors have access to the appropriate equipment.

9. MINUTES AND PUBLICATION

- 9.1 At every meeting of the Resources Committee, the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Directors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.

- 9.2 The clerk to the Resources Committee shall ensure that a copy of the agenda for every meeting of the Directors, the draft minutes of every such meeting (if they have been approved by the chairman of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Secretary.

10. DELEGATION OF FUNCTIONS AND COMMITTEES

- 10.1 The Resources Committee may establish sub-committees as it considers desirable to carry out its responsibilities. The powers of any such committees, their terms of reference and membership shall be determined by the Resources Committee, and notified to the Trust.
- 10.2 Sub-committees may include members who are not Directors.
- 10.3 Except where it is otherwise constrained within its terms of reference, a sub-committee may invite attendance by persons who are not Directors or committee members where such attendance is considered by the members of the committee to benefit its deliberations.
- 10.4 Copies of the minutes of sub-committee meetings are to be circulated to all Directors and those who are entitled to attend Resources Committee meetings.

11. RESPONSIBILITIES OF THE EXECUTIVE PRINCIPAL

- 11.1 Implement the determined policies of the Federation;
- 11.2 Managing the delegated budget and resources agreed by the Resources Committee in line with the Financial Management Policy;
- 11.3 In consultation with the Resources Committee the determination of the staffing structure for each Academy;
- 11.4 In consultation with the Resources Committee the appointment of Vice Principals, heads of school and such other senior leadership posts as the Resources Committee may determine;
- 11.5 the appointment of all other staff and, the salary grading, allocation of duties, appraisal and discipline and dismissal of all staff;
- 11.6 the leadership and management of the Company's assets including but not limited to its sites and any capital projects it is engaged with;

12. CONDUCT OF STAFF

- 12.1 The Resources Committee is responsible for determining the human resource policies, procedures and terms and conditions of service for all employees, including the setting of appropriate rules for the conduct of staff. Changes to such policies and procedures will be effected only after consultation with the Directors and staff groups where appropriate.

13. AMENDMENT OF THESE TERMS OF REFERENCE

- 13.1 This document has been approved by the Directors at their meeting on 25 March 2021 and shall remain in place until Directors determine otherwise.

14. COPIES OF TERMS OF REFERENCE

- 14.1 A copy of this document, and of any rules and bye-laws, shall be given to every Director and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy and the Company.

15. EFFECTIVE DATE

- 15.1 These Terms of Reference shall come into effect on 25 March 2021.