# Board of Trustees
# Terms of
# Reference

| | |
|---|---|
| **Membership:**<br>As defined in the Articles of Association. There may be a minimum of three trustees up to a maximum of 12 Trustees, with 50% of the total number appointed by the Diocese of Bath & Wells (known as Foundation Trustees).<br><br>**For 2026/27**:<br>Simon MacSorley (Chair) (Foundation Trustee) Stephanie Cartmel<br>Katie Dominy<br>Sally Harvey (Co Vice-Chair) (Foundation Trustee) Grace Horton<br>Andrew Levitt (Foundation Trustee) Chris McFall<br>Jayne Prior (Foundation Trustee)<br>William Roberts (CEO) (ex officio)<br>Chris White-Horne (Co Vice-Chair) (Foundation Trustee)<br><br>The Chair and Vice Chair(s) will be elected annually by trustees from amongst their number. | **In Attendance:**<br>• Head of Governance (Clerk)<br>• Members of the Trust Leadership Team (by invitation)<br><br>**Quorum**:<br>As defined in the Articles of Association: Minimum three trustees (or one-third of the total number if greater).<br><br>**Meetings**:<br>Trustees must meet a minimum of three times a year as defined in the Articles of Association. Usually, the Board meets six times a year (once in each school term). |

## Purpose

The Board of Trustees is the accountable body for the Pathway Trust. It is responsible for the strategic direction, ethos, 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 delegates some of its functions to its Committees as detailed in the Scheme of Delegation but it retains ultimate accountability for all decisions.

## Terms of Reference

1. **Strategic Leadership**
    a. To set and review the trust's vision, values, and strategic priorities.
    b. To approve the trust's strategic plan and monitor progress.
    c. To ensure appropriate alignment between educational, financial, and operational strategies.
    d. To uphold the Christian distinctiveness of the church schools within the trust.

2. **Educational Performance**
   a. To hold leaders to account for the educational performance of all schools within the trust.
   b. To receive and consider reports on pupil outcomes, curriculum quality, inclusion, and safeguarding

3. **Financial Oversight**
   a. To ensure the trust remains financially sustainable and compliant with the Academy Trust Handbook.
   b. To receive and review the management accounts on a regular basis (including monthly for the Chair).
   c. To approve the annual budget and monitor financial performance.

4. **Governance and Compliance**
   a. To ensure effective governance structures are in place across the trust.
   b. To approve the Scheme of Delegation and Board and Committee Terms of Reference.
   c. To ensure compliance with legal and regulatory requirements, including in relation to the Equality Act 2010 and the Public Sector Equality Duty, data protection and information governance, health and safety, safeguarding, and the Modern Slavery Act.
   d. To receive an annual report from the Head of Governance on trust-wide governance matters.

5. **People**
   a. To appoint and appraise the CEO and hold them accountable for trust-wide performance.
   b. To receive a termly report from the CEO on trust-wide performance.
   c. To approve the trust's approach to executive pay, based on recommendations from the Remuneration Committee.
   d. To ensure effective succession planning and leadership development, including for Board members.

6. **Risk and Assurance**
   a. To 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 and cyber security.
   b. To receive reports from the Risk & Audit Committee and ensure recommendations are acted upon.
   c. Ensure the trust has appropriate insurance and contingency arrangements.

7. **Stakeholder Engagement**
   a. To ensure effective communication with parents, pupils, staff, and the wider community.
   b. To promote the trust's reputation and values.

c. To ensure the trust is responsive to stakeholder feedback and concerns.

**8. Reporting and Evaluation**

a. To approve the trust's annual report and financial statements.
b. To ensure that statutory returns to the Department for Education and Companies House are submitted.
c. To conduct regular self-evaluation of board effectiveness and commission external reviews as appropriate, ensuring any recommendations are acted upon.

## Legal Status

The Board operates in accordance with:

- The Pathway Trust's Articles of Association
- The Academy Trust Handbook (latest edition)
- The Academy Trust Governance Guide and associated DfE guidance
- Charity and company law
- Pathway Trust Scheme of Delegation

## Review

The Board will review its Terms of Reference and that of its Committees annually and is responsible for approving any changes.

## Version Control

**Version** 1.0
**Author/Owner** Head of Governance
**Approved Date** 14.07.2026
**Approved By** Board of Trustees
**Review Date** July 2027

# Education Committee

| **Membership**: | **In Attendance**: |
|---|---|
| There will be a minimum of two trustees on Education Committee<br><br>**For 2026/27**:<br>Jayne Prior (Foundation Trustee) (Committee Chair)<br>Stephanie Cartmel<br>Sally Harvey (Foundation Trustee)<br>Kate Dominy (Safeguarding Trustee) | • Governance Coordinator (Clerk)<br>• Director of Education<br>• Members of the Trust Leadership Team (by invitation)<br><br>**Meetings**:<br>The Committee will usually meet six times per year, once per term.<br><br>**Quorum**:<br>A minimum of two trustees (not including the CEO). Other trustees than those named can attend the Committee to ensure quoracy. |

## Purpose

The Education 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 to ensure the best possible outcomes for pupils within the context of the trust's vision and values, including in relation to the curriculum and equality and inclusion.

## Terms of Reference

1. **Educational Performance**
   a. To provide oversight of the educational provision in place at the trust's schools, and the strategies being employed across the trust to improve the quality of education and outcomes over time.
   b. To provide rigorous scrutiny of the performance of all the trust's schools, with reference to Ofsted frameworks and national performance measures, and to review the improvement priorities in each school and the progress made in achieving them.
   c. To monitor pupil outcomes across all key stages, including attainment and progress.

2. **Curriculum**
   a. To review the effectiveness of curriculum delivery and alignment with the trust's vision and ethos and statutory requirements.
   b. To ensure that a high quality, broad and balanced curriculum is in place, and resources are being used effectively to deliver a curriculum that enables all children to succeed.
   c. To ensure that the quality of teaching is monitored and evaluated, and that resources are being used effectively to achieve continuous improvement in teaching.

3. **Inclusion and SEND**
    a. To ensure that highly effective inclusion practice is in place, and resources are being used effectively to enable all children to access education
    b. To review the provision and outcomes for pupils with Special Educational Needs and Disabilities (SEND).
    c. To ensure compliance with the SEND Code of Practice and statutory duties.
    d. To review data and reports on pupil diversity and challenge any disparities in outcomes or access.

4. **Safeguarding and Wellbeing**
    a. To receive regular updates on safeguarding arrangements and pupil attendance.
    b. To monitor the effectiveness of pastoral support and pupil wellbeing strategies.
    c. To ensure safeguarding policies are up to date and compliant with statutory guidance.

5. **Strategic Oversight**
    a. To provide assurance to the Board on the quality of education across the trust.
    b. To review school improvement priorities and monitor progress against key priorities.
    c. To support the development of a trust-wide culture of high expectations and continuous improvement in teaching and learning.

**Reporting**

The Committee will:

- Report to the Board of Trustees after each meeting.
- Provide the Board with an annual summary of activities, findings, and recommendations.
- Escalate any significant concerns or risks to the Board promptly.

# Finance & Operations Committee

| **Membership**: | **In Attendance**: |
|---|---|
| There will be a minimum of four trustees on Finance & Operations Committee<br><br>**For 2026/27**:<br>Grace Horton (Committee Chair)<br>Andrew Levitt (Foundation Trustee) (Committee Chair)<br>Simon MacSorley (Foundation Trustee) Chris McFall<br><br>**Quorum**:<br>A minimum of three trustees (not including the CEO). Other trustees than those named can attend the Committee to ensure quoracy. | • Governance Coordinator (Clerk)<br>• Director of Finance<br>• Director of Operations<br>• Members of the Trust Leadership Team (by invitation)<br><br>**Meetings**:<br>The Committee will usually meet six times per year to align with reporting and regulatory requirements where possible. |

## Purpose

The Finance & Operations Committee is a Committee of the Board of Trustees. Its purpose is to provide strategic oversight, scrutiny and assurance on financial planning and performance, resource management and operational delivery, and to ensure that the trust has the financial resources available to enable it to meet its operational and financial objectives, including in relation to the management of the trust's estates and facilities. Its role is to ensure the financial sustainability of the trust over the medium term and that appropriate strategies are in place to deliver value for money.

## Terms of Reference

1. **Financial Management and Procurement**
   a. To set the financial policies and standards for delivery and keep these under review
   b. To set and monitor key financial performance indicators on behalf of the Board, benchmark internally and externally and direct corrective action where necessary
   c. To make recommendations to the Board on compliance with all regulatory financial reporting requirements
   d. To monitor the trust's financial performance versus the budget and escalate to the Board any significant variances
   e. To monitor the balance sheet, cash flow, working capital, debtors and supplier payment performance

2. **Financial Strategy and Planning**
    a. To review and recommend to the Board the budget for the coming year and the 3-year forecast
    b. To approve requests for expenditure in line with the financial limits outlined in the Scheme of Delegation, ensuring value for money in procurement
    c. To keep under review and approve changes to the Financial Management Framework and change to financial limits in the Scheme of Delegation (which requires recommendation to the Board)
    d. To review and recommend the medium-term capital strategy

3. **Estates and Facilities**
    a. To approve the trust's estates and capital strategy
    b. To scrutinise capital investment programmes and set and monitor key performance indicators on behalf of the Board, benchmark internally and externally and direct corrective action where necessary
    c. To make recommendations to the Board on compliance with all regulatory reporting requirements in respect of the trust's estate.
    d. To ensure that the facilities management service across the trust's estate is efficient and effective.

4. **Information Technology**
    a. To approve the trust's IT strategy and related capital investment and monitor progress thereon.

5. **Sustainability**
    a. Ensure financial and environmental sustainability are considered in the trust's strategies and plans

6. **Health and Safety**
    a. To review the implementation of the trust's Health & Safety Policy, and to receive and scrutinise regular reports thereon, including an Annual Report.

**Reporting**

The Committee will:

- Provide an assurance report to the Board of Trustees after each meeting.
- Provide the Board with an annual summary of activities, findings, and recommendations.
- Escalate any significant concerns or risks to the Board promptly.

# Audit & Risk Committee

| **Membership**: | **In Attendance**: |
|---|---|
| There will be a minimum of two trustees on Audit & Risk Committee<br><br>External advisers may be co-opted on to the Committee where deemed appropriate, normally in consultation with the Board of Trustees.<br><br>**For 2026/27**:<br>Andrew Levitt (Foundation Trustee and Committee Chair)<br>Kate Dominy<br>Chris McFall<br><br>**Quorum**:<br>A minimum of two trustees (not including the CEO). Other trustees than those named can attend the Committee to ensure quoracy. | • Governance Coordinator (Clerk)<br>• Director of Finance<br>• Chief Executive Officer (in attendance in his role as the Accounting Officer and not as a trustee)<br>• Head of Governance<br>• Members of the Trust Leadership Team (by invitation)<br><br>**Meetings**:<br>The Committee will usually meet four times per year to align with reporting and regulatory requirements where possible. |

## Purpose

The Audit and Risk Committee is established by the Board of Trustees to provide it with independent assurance on the adequacy and effectiveness of the trust's financial and non-financial controls, its risk management processes and its governance arrangements. Its role is to advise the Board on the adequacy of the trust's overall framework of internal control.

## Terms of Reference

1. **Internal Scrutiny**
    a. To agree and direct the annual programme of internal scrutiny, ensuring independence and objectivity.
    b. To review internal scrutiny reports, findings and recommendations, monitor management responses, and progress thereon.
    c. To advise the trustees on the adequacy and effectiveness of the trust's systems of internal control and governance processes to secure economy, efficiency and effectiveness (value for money), as specified in the Academy Trust Handbook.

2. **Internal Control**
    a. To review the effectiveness of the trust's financial and non-financial controls.

b. To review the effectiveness of the trust's governance processes and compliance arrangements, including in relation to the prevention of fraud, bribery and corruption.
c. To monitor compliance with the Academy Trust Handbook and Funding Agreement requirements.
d. To receive and consider reports received under the whistleblowing and complaints policies and procedures.

**3. External Audit**

a. To advise the Board on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal scrutineers) and monitor their effectiveness.
b. To review the external audit plan, consider the annual financial statements, auditor findings and regularity reports, and consider any recommendations arising from them.
c. To ensure there is co-ordination between internal scrutiny and external audit and any other review bodies that are relevant.
d. To consider the reports of the external auditors and internal scrutineers and, when appropriate, advise the Board of any material control issues or risks

**4. Risk Management**

a. To oversee the trust's framework for the management of risk and provide assurance to the Board that risks are being appropriately identified and managed, including in relation to cyber risk.
b. To review the Trust's risk register, ensure key risks are identified, assessed and mitigated, and that risk management is embedded across the trust.

## Access and Rights

The Committee is authorised to investigate any matter within its remit, request information from any employee, and obtain professional advice. It may require attendance from staff, auditors, or other specialists.

## Reporting

The Committee will:

- Provide an assurance report to the Board of Trustees after each meeting.
- Provide the Board with an annual report of activities, findings, and recommendations
- Escalate any significant concerns or risks to the Board promptly.

# People Committee

| **Membership:** | **In Attendance:** |
|---|---|
| There will be a minimum of two trustees on People Committee<br><br>**For 2026/27**:<br>Katie Dominy<br>Jayne Prior (Foundation Trustee)<br>Chris White-Horne (Chair) (Foundation Trustee)<br><br>**Quorum**:<br>A minimum of two trustees (not including the CEO). Other trustees than those named can attend the Committee to ensure quoracy. | • Governance Coordinator (Clerk)<br>• Director of People<br>• Members of the Trust Leadership Team (by invitation)<br><br>**Meetings**:<br>The Committee will usually meet three times per year to align with reporting and regulatory requirements where possible. |

## Purpose

The People Committee is a committee of the Board of Trustees. Its purpose is to provide strategic oversight and assurance on matters relating to staffing, performance management, workforce wellbeing, and compliance with employment law and trust policies. It also has delegated authority from the Board for the trust's Pay Policy and its associated procedure and application[1].

## Terms of Reference

1. **Pay and Remuneration**
    a. To review and approve the trust's Pay Policy, ensuring compliance with the School Teachers' Pay and Conditions Document (STPCD) and other relevant frameworks.
    b. To oversee the annual pay review process for all staff (excluding the Trust Leadership Team)
    c. To ensure pay decisions are fair, transparent, and aligned with performance and trust values.

[1] Matters relating to the pay and performance of the Trust Leadership Team is, however, the responsibility of Remuneration Committee.

2. **Performance Management**
    a. To monitor the effectiveness of the performance appraisal systems for teaching and support staff.
    b. To ensure performance management is linked to professional development, pay progression, and school improvement priorities.

3. **People Strategy**
    a. To oversee the trust's People Strategy, including recruitment, retention, succession planning, and talent development, ensuring that it is appropriately aligned and relevant to the objectives and values of the trust.
    b. Through the analysis of key People metrics, including sector benchmarking, monitor and evaluate progress of the trust in realising its People objectives
    c. To monitor staffing levels, structures, and deployment across the trust.
    d. To review staff wellbeing initiatives and monitor staff absence and turnover data.
    e. To receive and consider monitoring data on staff attitudes and perceptions.

4. **Equality, Diversity and Inclusion**
    a. To monitor progress against the trust's Equality Objectives relating to staff.
    b. To review workforce diversity data and challenge any disparities in recruitment, retention, or progression.

5. **Policy and Compliance**
    a. To review HR-related policies, and their implementation, including grievance, disciplinary, and capability as outlined in the Scheme of Delegation.
    c. To ensure compliance with the Equality Act 2010 and the Public Sector Equality Duty (as it pertains to staff), employment law, safeguarding requirements, and safer recruitment practices.
    b. To monitor the effectiveness of staff induction and training programmes.

## Reporting

The Committee will:

- Provide an assurance report to the Board of Trustees after each meeting.
- Provide the Board with an annual summary of activities, findings, and recommendations.
- Escalate any significant concerns or risks to the Board promptly.

# Remuneration Committee

| **Membership**: | **In Attendance**: |
|---|---|
| Not less than three trustees, normally comprising:<br>● Chair of the Board<br>● Chair of the People Committee<br>● Vice Chair(s) of the Board<br><br>External advisers may be co-opted on to the Committee where deemed appropriate<br><br>**For 2026/27**<br>Simon MacSorley (Chair) (Foundation Trustee) Sally Harvey (Co Vice-Chair) (Foundation Trustee)<br>Chris White-Horne (Co Vice-Chair) (Foundation Trustee) | ● Chief Executive Officer (except when own remuneration is discussed)<br>● Director of People (except when own remuneration is discussed)<br>● Head of Governance (Clerk)<br><br>**Meetings**:<br>The Committee will usually meet twice per year<br><br>**Quorum**:<br>Minimum two trustees (excluding the CEO) |

## Purpose

To oversee a fair, transparent and proportionate approach to senior leadership remuneration, whilst ensuring compliance with the Academies Trust Handbook and good practice guidance from the Confederation of School Trusts (CST). In making its recommendations to the Board, the Committee will consider its responsibilities to safeguard public funds and to align remuneration with performance and the trust's strategic priorities.

## Terms of Reference

1. To consider the trust's Pay Policy as it pertains to the remuneration, benefits and terms and conditions of the trust's senior leadership team.
2. To consider the remuneration, benefits and terms of conditions for the Chief Executive Officer and other senior leaders in the trust, and to make recommendations thereon for approval by the Board of Trustees.
3. To receive reports and recommendations made to the Committee on trust leadership remuneration, ensuring that any recommendations made have been appropriately benchmarked, are part of an overall approach to the reward of all the trust's staff, and that equality and diversity issues have been considered.
4. To ensure that no individual participates in recommendations about their own remuneration, benefits and terms and conditions.
5. To oversee the process for the annual objective setting, performance monitoring and appraisal of the Chief Executive Officer and other senior leaders in the trust.

6. To ensure that the Committee operates in line with the Academy Trust Governance Code and the Seven Principles of Public Life.
7. To approve any severance payments above statutory or contractual entitlement to be offered to senior leaders, ensuring alignment with the Academy Trust Handbook.
8. To consider national developments and guidance as it pertains to senior leadership pay in multi school trusts and review associated policies and procedures accordingly, escalating matters to the Board of Trustees as necessary.
9. To consider any relevant matters delegated by the Board of Trustees and as outlined in the Scheme of Delegation.

**Committee Papers**

All papers for the Remuneration Committee will be held securely by the Head of Governance and will not be shared beyond those individuals who need to see them for the purpose of undertaking their roles. Where necessary, personal information will be redacted.

# Ethos Committee

| **Membership**: | **In Attendance**: |
|---|---|
| Membership of Ethos Committee is comprised of the Foundation Trustees.<br><br>**For 2026/27**:<br>Sally Harvey (Committee Chair)<br>Andrew Levitt<br>Simon MacSorley<br>Jayne Prior<br>Chris White-Horne<br><br>**Quorum**:<br>A minimum of two trustees | • Governance Coordinator (Clerk)<br>• Director of Primary Schools and Deputy CEO<br>• Members of the Trust Leadership Team (by invitation)<br><br>Chairs of community councils from the trust church schools might be invited to attend the Committee but will not have a vote.<br><br>**Meetings**:<br>The Committee will meet at least twice per year |

## Purpose

The overall purpose of the Ethos Committee is to ensure that the Church of England Vision for Education (Deeply Christian, Serving the Common Good) is followed in all the Church schools within the Pathway Trust.

## Terms of Reference

1. To monitor that Christian values, and the manner in which they are demonstrated, secure positive evaluation in the trust's church schools, particularly through SIAMS (Statutory Inspections of Anglican and Methodist Schools).
2. To advise the Trust on establishing, maintaining and developing a high-quality network and partnership between the Trust's church schools, the Diocese, local parishes and the wider community
3. To monitor the effectiveness and impact of partnerships between key stakeholders, including the links between schools and local parish churches
4. To monitor and evaluate links between Pathway schools and other faith organisations
5. To monitor the Religious Education curriculum advice and guidance
6. To ensure the continued alignment of the trust's vision and values with those of the church schools
7. To monitor the effectiveness of school to home communication with a focus on how effectively the school communicates its values to the parents and wider community
8. To monitor how the church schools meet the needs of all learners through its distinctive Christian character
9. To monitor and evaluate the Spiritual, Moral, Social and Cultural aspects of the trust's church schools including the provision and impact of collective worship.
10. To monitor the spiritual training provided for staff, trustees and community councillors.

11. To work collaboratively with the Diocesan Board of Education to support the fulfilment of its core aims and statutory responsibility for church schools.

**Reporting**

The Committee will:

- Report to the Board of Trustees after each meeting.
- Provide the Board with an annual summary of activities, findings, and recommendations.
- Escalate any significant concerns or risks to the Board promptly.

# Community Councils

| **Membership**: | **In Attendance**: |
|---|---|
| Non-Church Schools:<br>● 6 parents (elected)<br>● 1 staff member (elected)<br>● The Headteacher (ex officio)<br>● 2 community councillors (appointed by the trust from a pool consisting of experienced community leaders, trust leaders, school leaders & trustees to balance the skills of elected councillors)<br><br>For former VC Church Schools:<br>● 4 parents (elected)<br>● 1 staff member (elected)<br>● The Headteacher (ex officio)<br>● 2 Foundation Councillors (appointed by the Diocese of Bath & Wells)<br><br>For former VA Church Schools:<br>● 2 parents (elected)<br>● 1 staff member (elected)<br>● The Headteacher (ex officio)<br>● 5 Foundation Councillors (appointed by the Diocese of Bath & Wells) | ● Members of the School Leadership Team (by invitation)<br><br>The Board of Trustees will appoint the Chair of the Community Council annually and satisfy itself that the Council has the right balance of skills, knowledge and experience.<br><br>**Training**<br>Foundation Councillors are expected to complete the appropriate Diocesan training.<br><br>**Meetings**:<br>The Council will normally meet six times per year<br><br>**Quorum**:<br>One half of Councillors |

## Purpose

Community Councils provide a community and parental perspective on the trust's schools to trust and school leaders. They also provide a group of trusted people who, with training, can provide independent judgement in internal processes such as relating to complaints, staffing matters and pupil exclusion hearings.

## Terms of Reference

1. To provide advice to the trustees about the quality of education of the school in its widest sense
2. To hold an overview of the effectiveness of the school at a local level on behalf of the Board of Trustees

3. To help to ensure that safeguarding and inclusion practices are effective in the school
4. To monitor that the academic and wellbeing needs of learners are being met effectively through the delivery of a broad and balanced curriculum and personalised, developmental support.
5. To engage with the school and local community to ensure that their views are represented in the school's planning and development
6. To help to ensure that the trust and school's values permeate the school environment
7. To ensure that the celebration of staff, pupils and parents/carers is a priority
8. To work with staff, pupils and parents to make sure that the school effectively communicates to all stakeholders, so that everyone feels part of school life and has the opportunity to access information and events
9. To ensure that pupils can benefit from local opportunities by finding ways to keep the school at the heart of the community and acting as a key link between the two
10. To act as an independent local point of contact for staff, pupils and parents to express their concerns
11. To participate in panels for internal processes as required
12. To help to review the effectiveness of the trust

**Reporting**

The Chair of the Committee Council is expected to attend the termly meeting with trust CEO and selected trustees to provide feedback on their schools and to escalate any significant concerns or risks relating to their school to the trust leadership promptly.

Each Community Council will provide an annual report to the Board on the template provided by the trust