

Board of Trustees Terms of Reference

A. Introduction

The terms of reference should be read in conjunction with the Trust's Scheme of Delegation and Policy Matrix.

B. Membership & Appointment

Membership	3 x appointed by Members 5 x appointed by St Edmundsbury & Ipswich Academies Umbrella Trust 2 x Co-opted Trustees appointed by Trust Board following approval by Diocese. CEO – ex officio
Meeting Frequency	At least 3 meetings per year plus AGM
Quorum	The greater of 3 or one third of Trustees who at the time of the meeting are entitled to vote. For decisions set out in Article 119, a number of person equal to at least two thirds of all trustees who at the time of the meeting are entitled to vote.
Venue	Trust Central office or via video conference
Chair/ Vice Chair	Shall be elected at the first meeting of each school year. Elected by secret ballot, conducted by the Clerk to the Trustees Trustees may submit a nomination to the Clerk in writing at least 14 days prior to the meeting. A Trustee can nominate themselves for office and does not need to be present Nominees will be asked to leave the room whilst the election takes place. If there is more than one candidate, the remaining Trustees will take a vote by secret ballot and the Clerk will tally the votes. If there are more than three nominees per office, the nominee polling the least votes on each vote shall be eliminated and a further vote is taken until there are only 2 candidates remaining. A final vote will then be taken and if there is a tie, the Governors, with the candidates out of the room, shall discuss the strengths of nominees and take a further vote, again by secret ballot. This process will continue until a candidate receives a majority of votes
Term of Office	4 years

C. Powers

The Trustees shall exercise duties and powers as set out in the Trust's memorandum and Articles of Association and funding Agreements, in compliance with current, relevant legislation and, in particular:

1. Advance for public benefit education by establishing, maintaining, managing and developing schools, offering a broad and balanced curriculum, the Object of the Trust (Article 4).
2. Set out the Trust's vision, ethos, values and principles.
3. Expend the funds of the Trust, as they see fit, in furtherance of the primary Object as outlined above.
4. Enter into contracts on behalf of the Trust (Article 94)
5. Abide by the requirements of and have regard to the guidance contained in the Academies Finance Handbook, including the approval of the annual budget at the appropriate time in each Academy financial year.
6. Prepare and submit an Annual Account Report and Return, audited by independent auditors, to the Secretary of state, as Principal Regulator, and to Companies House. These shall also be published on the Trust website (Articles 129-131)
7. Establish any Committee they deem appropriate (Article 100b) and regulate their proceedings (Article 101).
8. Establish Local Governing Bodies (Article 100a) as committees of the Trust Board and regulate their proceedings (Articles 104).
9. Appoint the CEO and Executive Head Teachers of Member Schools (Article 107).
10. Delegate powers and functions to any Trustee, Governor, Committee CEO as they may agree (Article 105-6).
11. Trustees shall have the right to intervene in the governance of any Member School where it has serious cause for concern, including;
 - i. The standards of performance or pupils at the school are unacceptably low,
 - ii. There has been a serious breakdown in the way the school is governed or managed,
 - iii. The safety of pupils or staff is threatened,
 - iv. There is concern about possible financial mismanagement or failure to operate within the budget.

D. Delegation of Powers to Committees, Advisors, Governors and CEO

The Trust Board shall agree the delegation of functions to Trust Committees, Local Governing Bodies and the CEO at the first meeting of the Trust Board each school year. The Scheme of Delegation and Policy Matrix shall detail the areas of delegation.

The Trust Board shall retain the following **Governance** responsibilities:

1. To approve the Trust Board Terms of Reference
2. To approve the Trust Scheme of Delegation
3. To consider and approved further academies joining the Trust
4. To establish Trust Committees

5. To approve Trust Committee Terms of Reference, including Local Governing Bodies.
6. To elect (and remove) the Chair of the Trust Board.
7. To remove the Chair and/or Vice Chair of a Local Governing Body in exceptional circumstances such as those listed in C.11 of these terms.
8. To appoint Trust governors to each Local Governing Body, normally on the nomination of that Local Governing Body.
9. To remove Governors from Local Governing Bodies in exceptional circumstances such as those listed in clause C.11 of these terms.
10. To appoint (and remove) Chair(s) of the Trust Committees.
11. To appoint (and remove) members of Trust Committees.
12. To appoint (and remove) the Clerk to the Trustees and any Clerk to the Local Governing Bodies.
13. To appoint the Accounting Officer.
14. To approve the list of statutory, mandatory or required policies including the determination of those that are Trust policies and those that are school policies.
15. To approve the calendar of Trust Board and LGB meetings.
16. To monitor the performance of Local Governing Bodies to ensure that they are fulfilling their responsibilities and are fully accountable.

The Trust Board shall retain the following **strategic and financial** responsibilities;

17. To approve the Trust Strategic Plan which shall include a statement of the Trust's vision, ethos, values and principles.
18. To approve the Trust 1 year plan
19. To approve the Member Schools' Performance Targets and the Performance Reviews.
20. To approve the Annual Pay Awards for Teachers and Support Staff.
21. To appoint the CEO and to oversee their performance management.
22. To approve the Trust staffing structure, complement and appointment of the Trust staff.
23. To appoint each Executive Head Teacher and oversee their performance management.
24. To approve any proposals for the redundancy of staff.
25. To approve Trust Financial Regulations & Procedures.
26. To recommend to the Members the appointment of the Trust Auditors.
27. To approve Trust and Member Schools budget plans.
28. To approve school term dates and hours of the school day.
29. To approve any proposals for the change, expansion or extension of provision for any Member School.
30. To approve School Admissions policies.

E. Committees and Appointments

Committees

1. The Trust Board shall establish Committees, as set out in the Articles of Association with Terms of Reference and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance & Audit Committee shall be permanently constituted as required by the Funding Agreement.
2. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights.

Appointment of Accounting Officer

3. The Trustees shall appoint the CEO as Accounting Officer.
4. The role of accounting officer includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to the ESFA's account officer, for the financial resources under the Trust's control. Accounting Officers **must** be able to assure Parliament, and the public, of high standards of probity in the management of public funds, particularly;
 - i. Value for money – this is about achieving the best possible educational outcomes through the economic, efficient and effective use of resources. A key objective is to achieve value for money not only for the Trust but for taxpayers generally.
 - ii. Regularity – dealing with all items of income and expenditure in accordance with legislation, the terms of the Trust's internal procedures – this includes spending public money for the purposes intended by Parliament.
 - iii. Propriety – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of parliamentary control – this covers standards of conduct, behaviour and corporate governance.

Appointment of Company Secretary

5. The Trust Board may appoint a Company Secretary who shall not be a Trustee nor a Member. If a Company Secretary is not appointed, then the Trustees shall appoint a member of staff to carry out the functions below:
 - i. To keep records such as registers of Trustees and Members,
 - ii. To file documents and accounts at Companies House,
 - iii. To ensure that the Trust Board acts within its powers and to provide information to them.
 - iv. To be temporary Chair while the Chair is being elected.
 - v. To keep a book containing the minutes of the Trustees' meetings.
 - vi. To keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and to maintain a risk register.

Appointment of a Clerk

6. The Trust Board may appoint a Clerk to the Trustees who shall carry out those functions of the Company Secretary as delegated.