

Full Trust Board Terms of Reference September 2024

1) Terms of Reference review:

These Terms of Reference should be reviewed on an annual basis.

The roles of the key stakeholders and their responsibilities to the Full Trust Board are identified in the Scheme of Delegation.

2) Remit of the Trust Board Core Responsibilities:

- Adhere to the responsibilities set out in the Code of Conduct.
- Agree a long-term strategy, vision and mission for the Trust and ensure this is communicated to stakeholders.
- Monitor the impact of the Trust's work against the Trust Improvement Plan and other evaluation metrics available.
- Establish and monitor a strategic risk register and critical incident and disaster recovery procedure.
- Review relevance of stated risks annually and the adequacy of management in respect of each defined high risk and reassure itself that delegated responsibilities are carried out effectively.

Governance:

- Develop a governance structure that establishes sufficient yet balanced oversight of leadership impact across the Trust.
- Hold the Chief Executive Officer (CEO) and the Executive Team to account for the performance of the Trust and ensure they access appropriate continuous professional development.
- Establish and maintain a register of business interests for the Board.
- Review annually and consider the establishment, terms of reference and membership of committees and their effectiveness.
- Appoint and remove auditors, lawyers and other professionals contracted to support the Board.
- Approve the co-option, appointment and removal of persons and Chairs to the LGBs.
- Elect (or remove) the Chair and Vice-Chair of the Board annually.
- Approve the Scheme of Delegation annually.

People and Leadership:

- Approve the terms and conditions of employment.
- Co-ordinate and participate in appointments of executive staff and Headteachers.
- Review the effectiveness of line management structures.

3) Proceedings of Full Trust Board Meetings:

- The Chair and CEO are responsible for circulating the agenda and minutes of meetings in liaison with and via the Trust Governance Professional (Clerk).
- Agendas and accompanying material should be available seven days in advance of meetings; minutes should be available to the Trust Board within fourteen working days of the meeting.
- A CEO report should be made to the Full Trust Board at least once per term.
- The quorum for a meeting of the Trust Board shall be any three Trustees.

- Every matter to be decided at a meeting must be determined by a majority vote of the members present and voting on the matter.
- Where there is an equal division of votes the Chair shall have a casting vote.
- The Full Trust Board will meet at least six times per year. A register of attendance shall be kept for each meeting and published annually on the Trust's website in accordance with the Academies Financial Handbook.
- Approval of policies and documents may, at times, be required outside of meetings. In such circumstances Trustees can seek approval via e-mail through the Governance Professional or PA.
- In the event that an urgent decision has to be taken between meetings, the Chair shall have delegated authority to make any such decision. Any decision taken and reasons for the urgency shall be explained and ratified at the next meeting of the Trust Board. In exceptional circumstances an Extraordinary Meeting of the Trust Board may be called.

4) Disqualification and Removal

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

- is or becomes disqualified from holding office under the Articles.
- is or becomes disqualified from holding office as a governor of a school.
- 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 their 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).
- refuses an application being made to the Disclosure and Barring Services (DBS) for a criminal records check.
- commits a serious breach of the code of conduct or any standing order or protocol implemented by the Directors.
- is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that their office be vacated.
- resigns their office by notice in writing to the Chair.
- their term of office expires and they are not re-appointed.

Where a Director resigns their office or is removed from office written notice will be sent to the Governance Professional who will ensure that this change communicated to the Trust secretary and actioned with Companies House within fourteen days.

5) Sign off:

Approved by Chair of Trustees (Print Name)	Liam Harrison
Date:	16 October 2024
Next Review Date:	September 2025