NET Academies Trust

Trust Board of Directors

Terms of Reference

1. Powers of the Trust Board

1.1. The Trustees shall exercise duties and powers as set out in the Academies Trust's Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time, and, in particular:

1.1.1 to advance for the public benefit education by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum, the Object of the Academies Trust *(Article 4a)*;

1.1.2 to expend the funds of the Academies Trust in furtherance of the Object as they consider most beneficial and enter into contracts on behalf of the Academies Trust *(Article 94)*;

1.1.3 to abide by the requirements of and have regard to the guidance in the Academy Trust Handbook, including approval of the annual budget each Academy financial year;

1.1.4 to prepare and submit Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website (Articles 129-131);

1.1.5 to establish any Committee they deem appropriate (Article 100b) and to regulate their proceedings (Articles 101);

1.1.6 to establish Local Governing Bodies (Article 100a) and to regulate their proceedings (Articles 104);

1.1.7 to appoint the Chief Executive Officer, Headteachers and Heads of School of the Academies (Article 107);

1.1.8 to delegate powers and functions to any Trustee, Governor, Committee or Head Teacher as they consider desirable (Article 105-6).

1.2. The Trustees shall have the right to intervene in the governance of an academy where it has serious cause for concern including:

1.2.1. Standards of performance of pupils at the Academy are unacceptably low;

1.2.2. Serious breakdown in the way the Academy is governed or managed;

1.2.3. Safety of pupils or staff is threatened;

1.2.4. Financial mismanagement or failure to operate within budget.

1.3. The Articles of Association.

1.4. The Master Funding Agreement.

2. Composition and Appointment of the Board of Trustees

2.1 The composition of the Trust Board is set out in the Articles of Association and, in particular, shall be as follows:

2.1.1. Up to five (5) Sponsor Trustees appointed by the Members (Article 46a and 50);

2.1.2. Co-opted Trustees appointed by the Trustees (Article 47).

2.2 The appointment of Trustees shall be as set out in the Articles of Association, in particular:

2.2.1. The total number of Trustees employed by the Trust shall not exceed one-third of the total number of Directors (Article 50A);

2.2.2. The Trustees shall agree by simple majority the appointment of Co-opted Directors under Article 58.

2.3. The Trust Board of Directors shall support each Academy Local Governing Body Cluster to make all necessary arrangements for the election of a minimum of two Parent Governors by parents of registered pupils at each Academy (Articles 53).

3. Term of Office for Trustees

3.1. The Term of Office for all Trustees is 4 years (Article 64).

4. Meetings of the Trust Board

4.1. The Trust Board shall meet as set out in the Articles of Association and, in particular:

4.1.1. The Trust Board shall meet at least three times in each school year (Article 109);

4.1.2. The Trustees shall meet in December to approve the Trust Audited Accounts and Annual Report;

4.1.3. The Trustees will receive notice of each meeting seven clear days before the date of the meeting (Article 111).

4.2. Quorum for a meeting of the Trust Board will be:

4.2.1. The greater of either three (3) persons or number of persons at least equal to one thirds (1/3) who are at the time Trustees entitled to vote (Article 117);

4.2.2. For decisions set out in Article 119, number of persons equal to at least two thirds (2/3) who are at the time Trustees entitled to vote.

4.3. Each question to be decided at a meeting of the Trust Board shall be determined by a majority of votes of Trustees present and eligible to vote on the question. In the event that there are equal votes on the question then the Chair shall have an additional casting vote (Article 120121).

5. Appointment of the Trust Board Chair and Vice Chair

5.1. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the first meeting of each school year (Article 82) and, in particular:

5.1.1. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Governance Professional to the Trustees;

5.1.2. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one nominee, the remaining Trustees will take a vote by secret ballot and the Governance Professional will tally the votes;

5.1.3. If there are more than three nominees per office, the nominee polling the least votes shall be eliminated and a further vote taken. If there is a tie the Trustees shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls a majority of votes.

6. Committees

6.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference, Delegated Powers and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance and Audit Committees shall be permanently constituted as required by Funding Agreement.

6.2. The current Committee structure, Terms of Reference, Delegated Powers and Membership shall be detailed on the Trust website.

6.3. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Trustees before a vote can be taken (Article 101).

6.4. The practice for Committee Management shall be;

6.4.1. Agendas will be circulated to all committee members at least seven days in advance of the meeting;

6.4.2. Committee papers will be available to all Trustees (not just those on the committee);

6.4.3. Minutes will be circulated to all Trustees (not just those on the committee);

6.4.4. Minutes will be signed by the Committee Chairman at the next committee meeting to verify that the minutes are a true record;

6.4.5. Any Trustee may attend a committee meeting but only named committee members may vote.

7. Delegation of Powers to Committees, Advisors, Governors and Chief Executive Officer

7.1. The Trust Board shall agree the delegation of functions to Trust Committees, Local Governing Bodies and Chief Executive Officer at the first meeting of the Trust Board each school year.

7.2. The Trust Board shall retain the following governance responsibilities:

7.2.1. Approve Trust Board Terms of Reference;

7.2.2. Approve Trust Scheme of Delegation;

7.2.3. Approve further academies joining the Trust;

7.2.4. Establish Trust Committees;

7.2.5. Approve Trust Committee Terms of Reference;

7.2.6. Approve Local Governing Body;

7.2.7. Elect (and remove) Trust Board Chair;

7.2.8. Approve the appointment of the Chair of a Local Governing Body, and remove in exceptional circumstances such as those listed in clause 1.10 of these Terms;

7.2.9. Appoint Trust Governors to Local Governing Bodies;

7.2.10. Appoint (and remove) Chair(s) of Trust Committees;

7.2.11. Appoint (and remove) members of Trust Committees;

7.2.12. Appoint the Governance Professional to the Directors;

7.2.13. Approve the calendar of Trust Board and LGB meetings; and

7.2.14. Approve the Trust Child Protection and Safeguarding Policy.

7.3. The Trust Board shall retain the following strategic and financial responsibilities:

7.3.1. Approve the Trust Business Plan;

7.3.2. Approve Academy Performance Targets and Performance Review;

7.3.3. Approve the Academy 3 year financial plan;

7.3.4. Appointment of the CEO;

7.3.5. Approve the appointment of each Academy Headteacher or Head of School;

7.3.6. Approve Trust Financial Regulations & Procedures;

7.3.7. Appoint the Trust Auditors;

7.3.8. Approve Trust and Academy Annual budgets;

7.3.9. Approve the expansion or extension of provision for an Academy; and

7.3.10. Approve Trust Admissions policies;

7.3.11. Approve the Trust Asset Management Plan.

8. Appointment of the Accounting Officer

8.1. The Directors shall appoint the CEO as Accounting Officer with personal responsibility to the Governing Body for financial and administrative matters including:

8.1.1. Ensuring regularity and propriety;

8.1.2. Prudent and economical administration;

8.1.3. Avoidance of waste and extravagance;

8.1.4. Efficient and effective use of available resources;

8.1.5. Day to day organisation, staffing and management of the Academies Trust.

9. Appointment of the Company Secretary

9.1. 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.

9.2. The functions of the Company Secretary or appointed member of staff shall;

9.2.1. Keep records such as registers of directors and members;

9.2.2. File documents and accounts at Companies House;

9.2.3. Ensure that the Trust Board acts within its powers and decisions are communicated and notified to relevant bodies, principally the DfE;

9.2.4. Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification;

9.2.5. Act as Chair when the Chair is being elected;

9.2.6. Keep a book of the minutes of the Trustee' meetings;

9.2.7. Convene meetings of Trustees by sending out signed written notice 7 clear days before the meeting;

9.2.8. Keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and maintain a risk register.

10. Appointment of a Governance Professional

10.1. The Trust Board may appoint a Governance Professional to the Trustees who shall carry out those functions of the Company Secretary as delegated with the agreement of the Trust Board.

11. Trustees' Expenses

11.1. The Academies Trust shall reimburse exceptional expenses incurred by Trustees in line with the relevant policy.

Declaration

The Board of Trustees, at its meeting on 3 November 2026 resolved to adopt these Terms of Reference. A copy will be stored with the Trust Board records. *These Terms of Reference will be reviewed annually at the start of the academic year.*

Signature
(Chair of the Trust Board)

Date of signature