

THE LEARNING ALLIANCE

Board of Trustees – Terms of Reference

Purpose

- Decide and approve the Trust’s mission, vision, strategy and long-term business plan¹.
- Ensure the Trust is solvent, well run, and meets the needs of children and staff in its schools and users of any additional service provision.
- Ensure the Trust’s compliance with charity and company law, its Memorandum and Articles of Association, all other applicable legislation, and DfE and ESFA requirements relating to the trust and its academies, including proper use of public funds and compliance with the Funding Agreement and ESFA Academies Financial Handbook.
- Set key performance indicators and targets for the Trust and monitor the Trust’s performance against approved plans.
- Ensure trustees have the skills, knowledge and understanding to assess the educational and financial performance of the Trust.
- Ensure the Chief Executive Officer (CEO) and other senior staff have the skills, knowledge, and experience to run the trust, and its individual schools, and to effectively manage its financial, human, and physical resources and assets.

Membership

There may be up to 11 trustees. Trustees are appointed by Members. However, Trustees may make recommendations to Members concerning prospective Trustees. Trustees’ names, biographies, appointment, and attendance details are published separately.

One Trustee may be nominated to act as a safeguarding Trustee. Other trustees may be nominated to serve in other functions as required.

Trustees must declare all relevant pecuniary interests.

The Chief Executive Office will not be a Trustee.

Committees

Trustees will establish any committees of the Board, including arrangements for Academy Advisory Councils (known as “Local Governing Bodies”), as may be required. Trustees may delegate aspects of their work to these committees. These committees may be permanent or temporary. Any committee will have its own terms of reference, which set out purpose, membership and meeting frequency. It is for Trustees to appoint persons to any committee, including to Local Governing Bodies or their equivalent (e.g. interim executive boards).

Trustees are not normally a member of a Local Governing Body. Only in exceptional circumstances should a Trustee who is also a member of a Local Governing Body chair that Local Governing Body.

Standing Trust committees are (subject to any future review):

- Local Governing Bodies for each school in the Trust
- Audit and Risk
- Finance and Staffing

¹ For “advancing for the public benefit education in the United Kingdom by establishing, maintaining, carrying on, managing and developing mainstream academies offering a broad and balanced curriculum, alternative provision, 16-19 academies, or special educational provision”.

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- Governance (meets twice annually or as required)

Unless otherwise stated these committees usually meet termly in advance of the main Board of Trustees.

Term of Office

Trustees serve a term of office for a period of four years, which may be extended by Members for any further terms.

Clerking

Trustees will recruit and appointment a Clerk to the Board. Trustees will approve arrangements for clerking to any committee, including local governing bodies.

Organisation

To meet as a Board of Trustees usually at least three times a year. Extraordinary meetings may be called at the request of three or more Trustees. All Trustees must be notified of any such meeting and all may attend.

Quorum for full Board of Trustee meeting – at least three or one third of the board membership, whichever is greater. Where voting is required, there is one vote per Trustee. Absent Trustees may submit a vote in writing or by written proxy. Where required, the Chair may exercise a casting vote.

Two thirds of all Trustees are required to: appoint or remove co-opted Trustee; remove the Chair; or appoint a parent of a child at a trust school as a Trustee.

The Chief Accounting Officer/Chief Executive will attend Board of Trustee meetings but will not have voting rights. Others, for example the Chief Operating Officer, may attend at the discretion of the Board of Trustees.

Chairing

Trustees will elect a Chair and Vice Chair of trustees annually. Trustees will also select and/or approve a chair of any committee annually, including chairs of local governing bodies.

Disqualification

Any employee of the trust.

Professional Advisers

To be decided by Trustees as required.

Two thirds of trustees required to appoint or remove co-opted trustees, remove the Chair, or appoint parent trustees.

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