

# Board of Trustees

## Terms of Reference

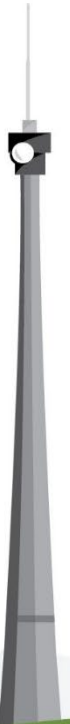
### Annual Review

Reviewed By	Approved By	Approved	Version	Review Date
Martyn Jones	Martyn Jones	5 <sup>th</sup> December 2019	V2.0	Autumn term 2020
Board of Trustees	Martyn Jones	8 <sup>th</sup> July 2020	V3.0	Summer term 2021
Martyn Jones	Martyn Jones	14 <sup>th</sup> December 2020	V3.0	July 2021
Trust Board	Trust Board	14th July 2021	V4.0	July 2022
Trust Board	Trust Board	13th July 2022	V5.0	July 2023
Trust Board	Trust Board	12 <sup>th</sup> July 2023	V6.0	July 2024

### Version Control

Number	Date	Detail
3.0	July 2020	New Format
3.1	Dec 2020	Adjustment to: Scope of board – policies; appendix A, correlating with adjustments to scheme of delegation.

4.0	July 2021	Annual review - Appendix A, correlating with adjustments to scheme of delegation.
5.0	July 2022	Annual review: <ul style="list-style-type: none"><li>• Update to strategic functions to reflect code of conduct</li><li>• Addition of virtual governance for meetings</li><li>• Addition of assurance visits</li></ul>
6.0	July 2023	Annual review



## Introduction

*The Governance Handbook issued by the Department for Education states:*

*All boards, no matter what type of schools or how many schools they govern, have three core functions:*

- 1. Ensuring clarity of vision, ethos and strategic direction;*
- 2. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff; and*
- 3. Overseeing the financial performance of the organisation and making sure its money is well spent.*

In addition to the above is:

- 4. Ensuring that other key players with a stake in the organisation get their voices heard*

The purpose of the Board of Trustees is to ensure that oversight and scrutiny of these three core functions is carried out effectively by the trust. The Board of Trustees is accountable for the performance of the trust and has the power to appoint and deploy resources and people with appropriate skills to carry out the work of the trust. All activity commissioned by the Board of Trustees should be guided by appropriate legislation and guidance, in particular the Companies Act 2006, the Charities SORP 2015, Academies Financial Handbook, The Memorandum and Articles of Association for the trust and the agreed scheme of delegation for the trust.

Further guidance on this area can also be found in the [Governance handbook](#) issued by the DfE and also the [Competency framework for governance](#).

## Membership

Trustees of the board will be appointed by the Members of the trust and should comprise of, when complete, at least 7 and not more than 12 individuals over the age of 18, all of whom must support the objects and of whom at least 81.1% will be not be employed by or be agents of the local authority.

The Board of Trustees will not have as members any officers employed by the Trust, other than the Accounting Officer of the trust who may be a trustee.

The Board of Trustees may make recommendations for co-option of other trustees. It is recommended that the Chair of the Board as elected is also appointed a Member in order to form a bridge between these two groups.

The Board of Trustees may invite staff colleagues to be in attendance at meetings

where they will add benefit/contribution to discussions and the agenda.

## Quorum

The quorum for a meeting of the Board of Trustees shall generally be 3 trustees or 30% of the trustees appointed at the date of the meeting if this is greater.

There are circumstances in which two thirds of the Trustees allowed to vote on such matters must be present to effect a quorate vote. These are outlined in the Articles of Association and include:

- Appointment of a Parent Director (Trustee)
- Removal of a Director (Trustee)
- Removal of the Chair of Directors (Trustees)

## Meetings

The Board of Trustees will meet at least once a term and otherwise as required.

The Board of Trustees will receive reports from the Trust's Committees, Development Collaborative Group, the school(s) and their Local Governing Body in sufficient detail to enable it to undertake its strategic responsibilities for planning, review and evaluation. Whenever possible, reports will be shared across all the schools of the trust.

Reports from the Committees and Local Governing Bodies reporting to the Board will be put on the agenda on a regular and planned basis in order to ensure strong links and oversight of the Board of Trustees.

Meetings will be minuted and actions tracked in order that trustees have the necessary oversight to ensure effective governance.

Meetings can be held in person, virtually (Teams) or a hybrid, this is at the discretion of the chair and in consultation with the CEO, Clerk and Trustees. Due consideration on conducting governance virtually must be given to the [NGA: A guide to virtual governance](#).

## Assurance Visits

Trustees will carry out regular trust and school visits in order to meet the statutory obligation to monitor the school's effectiveness.

When planning a schedule of visits, governing board should be aware that, whilst

some areas of focus lend themselves to virtual visits, this does not allow governors and trustees to readily experience school life, culture and ethos first-hand – it is not possible for the governing board to carry out effective monitoring without regular in-person visits to the school site. This does not mean that every governor and trustee must visit regularly, rather the governing board as a whole should have a termly programme of in-person visits in place.

Refer to the [Trustee\\_school\\_visits\\_addendum](#) for more information.

## Terms of Reference

To provide support and challenge to the leadership of the Executive Officers in the trust, and all facets of the trust, responsible for the strategic performance of the trust and to hold them to account in relation to the all aspects of performance.

This will have a particular focus on the requirements of The Mast Academy Trust with regard to its agreed scheme of delegation and the requirements of the [Academy Trust Handbook](#).

These Terms of Reference aim:

- To support the Board of Trustees in fulfilling statutory duties.
- To support the strategic role of the trustee body.
- To provide a framework for effective self-evaluation, reviewing, support and challenge by linking the work of committees to key priorities in the trust's strategic plan.

## Scope of Board – Scheme of Delegation

The Board of Trustees is accountable for all activities within the trust.

The Board of Trustees refers to scheme of delegation for the terms of reference relating to their function and activities:

- Admissions and Marketing
- Building and Maintenance
- Curriculum
- CPD
- Governance
- Handling Complaints
- HR management
- Health and Safety
- Information Management
- Ofsted/DFE Monitoring

- Quality of teaching
- Recruitment
- Safeguarding and Child Protection
- Strategic Planning
- Vision

Refer to Appendix A for specific details.

## Scope of Board – Policies

The Board of Trustees will note the policies approved and ratified by their committees, the policies will apply across all schools in the trust once ratified.

## Relationship with other Committees

The Board of Trustees should have strong links with the Trust Committees, Trust Development Collaborative Group and the Local Governing Bodies.

It is therefore recommended that at least two trustees should attend a development collaborative group to ensure a link to the schools and local governing bodies is maintained.

Attendance by trustees at local governing bodies should also be frequent and attendance at these meetings reviewed and reported regularly at the Board of Trustees.

In the case of the Audit, Finance and Risk Committee it should be ensured that the independence of this Committee is not prejudiced by these links.

It is not required for a Trustee to be a member of any school Local Governing Body although this is allowable.

The Board of Trustees must receive the reports from all committees and local governing bodies ensure that strategic oversight is maintained and action taken to guide direction as appropriate. Due regard should be given for the work of each committee of the trust as well as feedback from schools and local governing bodies.

## Terms of Reference review

These Terms of Reference should be reviewed on an annual basis as a minimum. Executive Officers will be expected to keep up to date with statutory and other changes on an ongoing basis in order to ensure Trustees are kept well informed of such changes and their impact on these terms of reference.

## APPENDIX A: Scheme of Delegation for the Trust Board.

The roles of the key stakeholders and their responsibilities to the Board of Trustees as identified by the Scheme of Delegation.

<b>CEO</b>
Accountable
CPD
Review with the Headteacher their professional development plans for staff.
Safeguarding and Child Protection
Monitor statutory compliance with respect to safeguarding and child protection on behalf of the Boards.
Responsible
Governance
Carry out delegated duties from the board.
HR management
Define Trust collaborative team and executive & senior leadership structure
Strategic Planning
Define the KPIs prior to board approval.
Review periodically progress towards achieving the SIP goals.
Vision
Communicate a clear vision for the Trust.
<b>Executive Team</b>
Informed
Handling Complaints
Receive updates from the headteacher on formal complaints received
Responsible
Governance
Acts on behalf of the Boards to enable them to discharge their duties in relation to statutory compliance and the performance of schools.
Provide the Boards and GBs with advice and guidance to help them improve and evaluate their processes and effectiveness.
Provides administrative support for the Boards.
Provides effective clerking for the boards as specified in the governance structure.
Support the Boards and GBs with their training and new member induction.
Ensure the boards receive papers in advance of meetings (7 days in advance).
Handling Complaints
Monitor complaints and for their handling in line with Mast Academy schools guidance.
Manage complaints when made against the senior leader or governing body.
Strategic Planning
Implement the Boards' strategic vision.
Provide templates and support for strategic documents.
Finance
Informing the Trust Board of any offered donations (monetary and physical), to the Trust and any of it's schools
<b>Governing Body</b>
Consulted
Governance

On the appointment of a Trustee Appointed Governor
<b>Informed</b>
Governance
Of the appointment of an interim governing board
Finance
The decision by the Trust Board of approval/rejection of donations offered.
<b>Responsible</b>
Governance
For electing a trustee appointed governor to their board after consultation
<b>Headteacher</b>
<b>Responsible</b>
Finance
Advising the executive team of any offers of donations received for approval by the Trust Board
<b>Trust Board</b>
<b>Accountable</b>
Admissions and Marketing
Agree the principles underpinning each school's admissions policy including that of SEND students, and the PAN and AN.
Building and Maintenance
Approve the annual strategic capital expenditure plan.
Curriculum
Set the strategic vision for the schools' curriculum and qualifications framework.
Set the strategic vision for the spiritual, moral, social and cultural development of students.
Governance
Has legal responsibility for statutory compliance.
Legally responsible for the Trust, the schools and their governance.
May delegate responsibilities to the GBs and to senior executives.
Responsible for its own processes in line with the legal requirements as set down in the Articles of Association and the Master Funding Agreement.
To appoint an interim governing body in a school where governance is not meeting the statutory or education requirements
Handling Complaints
Set the complaints policy.
Health and Safety
Approval of overall health and safety policies.
HR management
Approval of statutory Staffing policies
Consider approval of recommended pay progressions of executive leaders.
Quality of teaching
Ensure sufficient resources are allocated to deliver the highest possible quality of teaching.
Strategic Planning
Develop the overall strategic vision for Mast Academy Trust.
Monitoring the implementation of the strategic plan and vision
Vision
Set a clear vision for the Trust and the schools.
Finance
Fully compliant OJEU tender procedure for orders and contracts as determined by OJEU limits
Approve capital plan



Approving or rejecting offered donations (monetary and physical), to the Trust and any of its schools
<b>Informed</b>
<b>Governance</b>
In receipt of termly assurance visit reports
<b>Information Management</b>
Cyber security and ransomware protection is in place and is adequate
<b>Ofsted/DFE Monitoring</b>
Receive final inspection reports.
<b>Safeguarding and Child Protection</b>
Receive reports and review KPIs as appropriate.
<b>Responsible</b>
<b>CPD</b>
Ensure sufficient resources are allocated to professional development across all organisations.
<b>Governance</b>
Appoint the chair and vice chair from amongst their membership annually
Evaluating its own processes and effectiveness.
Hear and decide the outcome of appeals from Governors who have been removed from a local governing body before then end of term
Own training and new member induction.
Succession planning and the recruitment of the Trust Chair, Board members to ensure an appropriate balance of skills and effectiveness.
Appointing members in accordance with the link governance requirements
Maintaining termly assurance visits and providing written reports for the relevant Trust Committee
Appointing Trustees to support Local Governing Bodies where identified as a Trustee Appointed Governor
<b>Handling Complaints</b>
Monitor statutory compliance in relation to complaints.
Refer complaints received directly to the appropriate person.
<b>HR management</b>
Has the authority to dismiss Senior Leaders including head teachers from any school.
Performance management of the CEO and approval incremental pay progression.
Hearing disciplinary outcomes that may be considered as gross misconduct
<b>Information Management</b>
To approve data protection policies and procedures for schools, including; - The requirement to notify individuals as to how information is to be used - Safe storage
<b>Recruitment</b>
Recruitment and appointment of the Chief Executive and senior staff.
<b>Finance</b>
Approve spend/order business case for spend/orders over the OJEU limits
Considering all offered donations (monetary and physical), to the Trust and any of its schools