

Board of Trustees

Terms of Reference

Annual Review

| Reviewed By | Approved By | Approved | Version | Review Date |
|-------------------|--------------|--------------------------------|---------|------------------|
| Martyn Jones | Martyn Jones | 5 th December 2019 | V2.0 | Autumn term 2020 |
| Board of Trustees | Martyn Jones | 8 th July 2020 | V3.0 | Summer term 2021 |
| Martyn Jones | Martyn Jones | 14 th December 2020 | V3.0 | July 2021 |
| Trust Board | Trust Board | 14 th July 2021 | V4.0 | July 2022 |
| Trust Board | Trust Board | 13 th July 2022 | V5.0 | July 2023 |
| Trust Board | Trust Board | 12 th July 2023 | V6.0 | July 2024 |
| Trust Board | Trust Board | 10 th July 2024 | V7.0 | July 2025 |
| Trust Board | Trust Board | 16 th July 2025 | V8.0 | July 2027 |

Version Control

| Number | Date | Detail |
|--------|-----------|------------|
| 3.0 | July 2020 | New Format |

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| 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"> • Update to strategic functions to reflect code of conduct • Addition of virtual governance for meetings • Addition of assurance visits |
| 6.0 | July 2023 | Annual review |
| 7.0 | July 2024 | Annual review <ul style="list-style-type: none"> • Update to introduction and the purpose of governance to comply with Academy Trust Governance Guide • Updates through to implement adjustments to governance structure ad policy ratification • Appendix A, correlating with adjustments to scheme of delegation. |
| 8.0 | July 2025 | Annual review Adjustment to review cycle to 2 years unless required following scheme of delegation adjustment. Update to clerking approach in meetings. |

Introduction

The Academy Trust Governance Guide issued by the Department for Education states:

In trusts, the purpose of governance is to provide:

- *strategic leadership*
- *accountability and assurance*
- *strategic engagement*

The board has collective accountability and strategic responsibility for the trust. It has a focus on ensuring the trust delivers an excellent education to pupils while maintaining effective financial management and must ensure compliance with:

- *the trust's charitable objects*
- *regulatory, contractual and statutory requirements*
- *their funding agreement*

The board also has:

- *strategic and statutory responsibility for safeguarding and special educational needs and disabilities (SEND) arrangements within (and across) the academy trust ensuring the promotion of pupil welfare and for keeping their estates safe and well-maintained*
- *a role in making sure that it delivers its commitment to other schools and academies, however it is done*

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 can be found in the [Academy Trust Governance Guide](#) issued by the DfE.

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 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.

The Board of Trustees may invite Trust colleagues to be in attendance at meetings where they will add benefit/contribution to discussions and the agenda.

The board of trustees must, from its members, nominate a trustee linked for each of:

- Safeguarding and child protection
- Special Educational Needs and Disability
- Careers (middle and secondary schools only) – this may form part of a school link trustee role

Quorum

The quorum for a meeting of the Board of Trustees shall generally be 3 trustees or 33% 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 affect 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 scrutiny committees, the local governing committees and the development collaborative groups 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 scrutiny committees and local governing committees 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.

Clerking during the meeting may be provided in-person or by transcribe, this will be agreed at agenda setting as to in-person or transcribe.

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, Governance Professional 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, trustees 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 governance 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 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 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 as per the approved policy delegation. Trust 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 scrutiny committees, development collaborative groups and the local governing Committees.

The Board of Trustees must, from its members, nominate a trustee as a link to each local governing committee (LGC) and relevant school(s). The school link trustee should develop and maintain the relationship with the relevant LGC, in particular the chair, to ensure a strong communication flow between the two parties and provide assurance to the Board of Trustees.

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

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

For schools in a supported or strengthening status the Board of Trustees should consider appointing a trust appointed governor (which may be a trustee) with suitable skills and knowledge to support the local governing committee.

For schools in a supported or strengthening status the Board of Trustees must ratify the appointment of the chair of the relevant local governing committee to ensure the appointed chair is suitably skilled and knowledgeable.

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

Terms of Reference review

These Terms of Reference should be reviewed on a bi-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.

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| CEO |
| 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 TB. |
| 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. |
| Executive Team |
| Accountable |
| HR management |
| Approve staffing structures ensuring they are fit for purpose and affordable. |
| Informed |
| Handling Complaints |
| Receive updates from the headteacher on formal complaints received |
| Responsible |
| Governance |
| Acts on behalf of the TB to enable them to discharge their duties in relation to statutory compliance and the performance of schools. |
| Ensure the boards receive papers in advance of meetings (7 days in advance). |
| Provide the TB and LGCs with advice and guidance to help them improve and evaluate their processes and effectiveness. |
| Provides administrative support for the TB. |
| Provides effective clerking for the boards as specified in the governance structure. |
| Support the TB and LGCs with their training and new member induction. |
| Handling Complaints |
| Manage complaints when made against the senior leader or Governing Committee. |
| Managing stage 2 formal complaints against the school |
| Monitor complaints and for their handling in line with Mast Academy schools guidance. |
| Strategic Planning |
| Implement the TBs' 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 its schools

Governors

Consulted

Governance

On the appointment of a Trustee Appointed Governor

Informed

Governance

Of the appointment of an interim governing board

HR management

Adjustments to staffing structures in the relevant school

Finance

The decision by the Trust Board of approval/rejection of donations offered.

Responsible

Governance

For electing a trustee appointed governor to their board after consultation

Headteacher

Accountable

HR management

Ensure the school staffing structure is fit for purpose and affordable.

Responsible

Finance

Advising the executive team of any offers of donations received for approval by the Trust Board

Trustees

Accountable

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 LGCs 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 Committee 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

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| 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 |
| Approve capital plan |
| Approving or rejecting offered donations (monetary and physical), to the Trust and any of its schools |
| Fully compliant public contract regulations tender procedure for orders and contracts as determined by Public Contract Regulations limits |
| Informed |
| Governance |
| In receipt of termly assurance visit reports |
| HR management |
| Adjustments to staffing structures in the relevant school |
| Information Management |
| Cyber security and ransomware protection is in place and is adequate |
| Ofsted/DFE Monitoring |
| Receive final inspection reports. |
| Safeguarding and Child Protection |
| Receive reports and review KPIs as appropriate. |
| Responsible |
| CPD |
| Ensure sufficient resources are allocated to professional development across all organisations. |
| Governance |
| Appoint the chair and vice chair from amongst their membership annually |
| Appointing members in accordance with the link governance requirements |
| Evaluating its own processes and effectiveness. |
| Hear and decide the outcome of appeals from Governors who have been removed from a local Governing Committee before then end of term |
| Maintaining termly assurance visits and providing written reports for the relevant Trust Committee |
| 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. |
| Support and Strengthening schools: Appoint a chair of governors for the Local Governing Committee on an annual basis |
| Support and Strengthening schools: Appoint a Trust Appointed governor for a governing committee |
| Appointing Trustees to support Local Governing Committees where identified as a Trustee Appointed Governor |
| Handling Complaints |
| Monitor statutory compliance in relation to complaints. |
| Refer complaints received directly to the appropriate person. |
| HR management |
| Has the authority to dismiss Senior Leaders including head teachers from any school. |
| Hearing disciplinary outcomes that may be considered as gross misconduct |
| Performance management of the CEO and approval incremental pay progression. |

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| The recruitment and appointment of the executive |
| Information Management |
| 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 |
| Ofsted/DFE Monitoring |
| Engage fully with the inspection process. |
| Recruitment |
| Recruitment and appointment of the Chief Executive and senior staff. |
| Finance |
| Approve spend/order business case for spend/orders over the Public Contract Regulations limits |
| Considering all offered donations (monetary and physical), to the Trust and any of its schools |

