

ELMLEA SCHOOLS' TRUST

Board of Trustees

Terms of Reference

2021/2022

Introduction

As a charity and company limited by guarantee, Elmlea Schools Trust (the "Company") is comprised of and governed by: A set of 'Articles of Association'. Members who guarantee the liabilities of the Company and review the strategic direction. A Board of Charitable Trustees (the "Trustees") who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. The Operations, Audit and Risk and Staffing Committees which are responsible for ensuring the highest standards in terms of finance, personnel, premises, health and safety, services and risk management so that these all contribute fully to maintaining the highest standards and accelerating pupil progress across the Academy Trust. The joint Local Governing Board ("LGB"), is responsible for, subject to the provisions of a Scheme of Delegation (SoD), for the academic achievement of the pupils and safeguarding across the schools.

Vision & Values

The Trust is in the process of drafting and consulting on Vision and Values and will be published once complete.

Powers, functions and responsibilities of Trustees

Those who hold office in the Elmlea Schools' Trust are expected to act as a corporate body, with integrity, objectivity and honesty, holding to the seven Nolan Principles of Public Life (appendix) and to act in the best interests of the Trust at all times. The Board will work within DfE guidance and to the Articles of Association and will at all times:

observe the highest standards of impartiality, integrity and objectivity in relation to the governance of Elmlea Schools' Trust; be accountable to its stakeholders and regulatory bodies for its activities.

Key functions of the Board of Trustees are to report annually to the Members on the performance and impact of the Trust; to identify strengths, weaknesses and development opportunities; operate with financial prudence; manage risk; and to ensure that returns are made to the EFA and Companies' House as required. The Trustees will also report progress and developments to General Meetings of the Trust to be held once a year.

Trustees will:

- ensure they understand their duties, rights and responsibilities, and that they are familiar with their function and role;
- act in the Academy Trust's interests only and without regard to their own private interests;
- manage the Academy Trust's affairs prudently;

- hold the CEO to account as well as challenging and supporting the Trust's Academies and their senior leaders to maximise the outcomes for their students, staff and local community;
- challenge and support the Trust's senior leaders to achieve best value in terms of impact, outcomes, quality and cost;
- offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, as well as challenging, asking questions, seeking information and improving proposals where appropriate, and at all times act in the best interests of the Academy Trust;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in any agreed induction process and any relevant training;
- take proper professional advice on matters on which they are not themselves competent

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees. The Trustees have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances.

In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the Academy Trust;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;
- designing strategy and structure for the operation of the Academy Trust;
- the delegation of the running of the Academies;
- ensuring sound management and administration of the Academy Trust;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Academy Trust;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust;
- and ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

The powers, functions and responsibilities of Trustees committee and the Local Governing Board is set out in detail in the Scheme of Delegation.

Membership and Operation of the Board

The Trustees of the Board are appointed by the Trust Members to provide a range of skills, expertise and ability to realise the vision and values of the Elmlea Schools' Trust and enhance its effective strategic leadership and management.

The Chief Executive Office is currently not appointed as a Trustee

The term of office for any Trustee shall be four years. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected at a General Meeting.

The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees.

Meetings

The Board will meet as and when required with a minimum frequency of once per seasonal term. The Clerk to the Board of Trustees will ensure that a minimum notice period for the meetings will be five working days unless the issue is agreed by the Chief Executive Officer or Chair of the Board of Trustees as an emergency when a minimum of one working day will be given. Should the Chair be absent from any meeting of the Board and the Vice Chair also not be available, the Trustees present shall choose one of their number to act as Chair for the meeting.

Quorum

The quorum for Board meetings will be five Trustees one of whom must be the Chair or Vice Chair of the Board of Trustees, and the Chief Executive Officer.

Chair of Board of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE. The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the CEO and the Trust Director of Finance and Operations (DFO). Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

Resignation of Trustee

A Trustee shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect). A Trustee

shall cease to hold office if he is removed by the person or persons who appointed or elected him, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006 (Articles 65 & 66). A Trustee may be disqualified if the conditions in Articles 68-80 apply.

The Chief Executive Officer will be invited to attend Board Meetings but will not have voting rights.

Officers of the Elmlea Schools' Trust will be invited to attend for key items in order to support the effective working of the Board but will not have voting rights.

Annual Trust Board Operations

Over the course of an academic year the Trust Board shall:

Set the Strategic Direction; propose a Vision Statement for the Trust to the Members for approval; approve and review the Trust and individual academy annual and three year strategic plans; commission working groups or sub committees for specific time limited tasks as required; maintain a Risk Register for the Trust incorporating risks from both schools.

Ensure high standards of achievement and performance of the pupils and staff; receive reports from all the working groups and committees within the Trust in order to regularly review progress, outcomes and impact of all of the Trust's strategic plans;

Challenge and support the Trust's schools and their senior leaders to maximise the outcomes for their pupils and staff; challenge and support the Trust's senior leaders to achieve best value in terms of impact, outcomes, quality and cost; ensure that the effectiveness and impact of the CEO and any central Trust Team is evaluated; commission specific reports from any or all of the Academies on any topic the Board may request.

Ensure strong and effective governance; ensure compliance with the Trust's Articles, duties under company and charity law and funding agreements made with the Department for Education; take timely action to make decisions for which there is a legal requirement for Board approval; approve and review the terms of reference of the Board of Trustees and all other groups and committees within the Trust to confirm that they are the best fit to deliver the Trust's vision; approve and review the Trust's scheme of delegation to boards, committees and headteachers; approve and review the Trust's complete policy framework; maintain a skills audit for Board Trustees to identify any skills gaps, development and recruitment needs; approve and review the induction and CPD training programme for Trustees; keep a register of business interests of Trustees and ensure that LGBs maintain registers of interest of governors; ensure that the Trustees evaluate their own effectiveness & impact; ensure that the effectiveness & impact of the Chair of the Board is evaluated.

Ensure sound financial practice; consider and agree proposals from the Operations Committee for the Trust and all the Academies' annual budgets and review progress against those budgets at appropriate meetings through the year; consider and agree proposals from the Operations Committee on the scheme of financial delegation to officers in the Trust and each Academy; receive the annual report from the Trust's auditors and the Audit and Risk Committee's report on it and respond positively to implement action to any recommendations.

POLICIES

Ensure that Trust Policies, procedures and other relevant documentation assigned to the committees is reviewed on a timely basis and updated in line with current legislation.

RISK MANAGEMENT

At each meeting, review the relevant part of the risk register, adding additional risks that the school(s) face.

Consider the underlying causes of the key risks and ensure that the school leadership is taking appropriate action to mitigate the risks.

RECORDING AND REPORTING DECISIONS

To minute clearly the reasons for all decisions and report these decisions to the next meeting of the Board of Trustees.

CONFIDENTIALITY

From time to time, the Board may deem there is a need for confidential reports to the Board. The Chair of the Board may decide on these occasions that either only Trustees should remain together with the officers required for discussion on the report, or will call a separate meeting.

Any matter discussed at the Board meetings may be deemed confidential until the Board of Trustees has been informed.

Confidential items will be recorded and circulated in separate minutes.

ANNUAL REVIEW OF TERMS OF REFERENCE

In Term 6 annually, the trustees should review Terms of Reference to ensure that they have met and delivered their delegated duties, to cross reference them to the current Scheme of Delegation and to update both documents as necessary.

Appendices

The Seven Principles of Public Life (Originally published by the Nolan Committee)

1. Selflessness - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
2. Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
3. Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. Openness - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. Leadership - Holders of public office should promote and support these principles by leadership and example

| BOARD OF TRUSTEES TERMS OF REFERENCE | |
|--------------------------------------|-------------------|
| Trustees' Committee | Board of Trustees |
| Policy Adopted | July 2021 |
| Review cycle | Annually |
| Review date | Summer 2022 |