



## **CONNECTED LEARNING ACADEMY TRUST**

### **BOARD OF TRUSTEES – TERMS OF REFERENCE**

#### **1. Overview**

These terms of reference reflect and reinforce the Articles of Association which, with statutes and funding agreements, guide the aims and scope of this Academy Trust. They should also be read in conjunction with the Scheme of Governance Management and Delegation.

#### **2. Core Purpose**

The Board will act as a corporate body, with objectivity, credibility and honesty, and with the best interests of the Connected Learning Academy Trust at all times. The Board will work within DfE guidance, remain compliant with standards of public scrutiny and report any irregularities to the Executive Headteacher.

#### **3. Composition of the Board of Trustees (as per the Articles of Association)**

- ◆ No fewer than 3 Trustees but not subject to any maximum
- ◆ A minimum of 2 Parent Trustees if appointed under Articles 53-56 in the event that no provision is made for parent representation on Local Governing Bodies under Article 101
- ◆ The Trustees may also appoint Co-opted Trustees duly eligible and appointed under Article 58

#### **4. Quoracy**

- ◆ The quorum shall be any 3 Trustees, or where greater, any one half (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting
- ◆ Subject to Article 121, where there is an equal division of votes, the Executive Chair shall have a casting vote in addition to any other vote they may have
- ◆ The quorum for the purposes of:-
  - ◆ (a) appointing a Parent Trustee under Articles 56;
  - ◆ (b) any vote on the removal of a Trustee in accordance with Article 66;
  - ◆ (c) any vote on the removal of the chairman of the Trustees in accordance with Article 90

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees entitled to vote on those matters above.

## **5. Terms of Office**

The term of office for any Trustee (other than Co-opted Trustees under Article 58) shall be four years. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.

## **6. Safeguarding**

The appointment of all Trustees will not be confirmed until they have been subject to an enhanced disclosure and barring record check through the relevant school administrative officer, with the certificate number recorded.

## **7. Clerking**

Each meeting must be called, managed and minuted according to the Articles of Association. The Clerk must be formally appointed by the Board of Trustees. Draft minutes should be presented to the Chair and the Headteacher within 10 working days of the meeting for consideration and should be circulated to all Trustees and Members within a further 15 working days of receipt of approval from them both.

## **8. Meetings**

The Trustees shall hold a meeting at least three times in any academic year. Meetings of the Trustees shall be convened by the Clerk with at least one week's notice. Dates of meetings should be agreed and circulated for the forthcoming year's meetings at the Summer Term Board of Trustees' meeting.

The Trustees shall each school year, in accordance with Article 82, elect a chairman and a vice-chairman from among their number. A Trustee who is employed by the Company shall not be eligible for election as chairman or vice-chairman.

Each meeting of the Board should consider:-

- ◆ A report of the Trust's financial position (including sight of the minutes of the Trust's Audit Committee and the Finance Committee reports from all schools within the Trust) and any funding issues
- ◆ Significant projects or contracts proposed to be entered into by the Trust
- ◆ Details of any significant matters affecting the Trust's staff
- ◆ Details of any significant matters affecting the pupils' welfare or education
- ◆ Details of any significant matters affecting the Trust's assets – for example, buildings, computers etc
- ◆ Details of any significant matters affecting student achievement, teaching standards or leadership standards.

## **9. Delegations**

Subject to the provisions of the Companies Act 2006, the Articles of Association and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company (also known as the Trust).

The Trustees may delegate to any Trustee, Committee (including any Local Governing Body or any other holder of executive office), such of their powers or functions as they consider desirable

to be exercised by them. Any such delegation shall be made subject to any conditions the Trustees may impose and may be revoked or altered.

Where any power or function of the Trustees has been exercised by any Committee (including any Local Governing Body) any Trustee or any other holder of an executive office, that person shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of that action or making of that decision.

The details of all powers and responsibilities delegated are set out in the Trust's Scheme of Delegation and the Trust's Financial Regulations.

## **10. Powers to be exercised by the Trust's Board**

### **Annual Review of:-**

#### **Strategy**

- ◆ Long-term strategy, vision and mission for the Trust
- ◆ Strategic risk register and disaster recovery plan (delegated to the Trust Audit, Finance & Personnel Committee)
- ◆ Five year asset management plan for the Trust as a whole (a collation of each school's plan) (delegated to the Trust Audit, Finance & Personnel Committee)
- ◆ Marketing and communication plan to promote the Trust as the destination of choice for parents

#### **Governance**

- ◆ Maintain a register of business interests
- ◆ Regularly confirm the appointment of contractors and tenders
- ◆ Review annually the establishment, terms of reference and membership of committees and their effectiveness
- ◆ Appoint, and remove, auditors, accountants, Company Secretary, Clerk, Accounting Officer, Principal Finance Officer and other Trust executive officers
- ◆ Approve the appointment, co-option and removal of persons and chairs to the Local Governing Bodies and Audit Committee
- ◆ Elect the Trust Chair and Vice Chair annually
- ◆ Approve the Scheme of Delegation annually
- ◆ Approve any changes to times of school sessions, dates of terms and holidays

#### **Finance**

- ◆ Approve the annual budgets for individual academy schools
- ◆ Approve the Annual Report, returns and accounts including the Governance Statement
- ◆ Ensure that all insurances are in place
- ◆ Inform the appropriate government agency if the Board suspects any irregularity affecting resources and approvals of any write-offs and other requirements of the DfE/EFA

#### **Staff and Leadership**

- ◆ To work with the Executive Headteacher at a strategic level, giving guidance and making recommendations on the following:-
  - ◆ Senior leadership appointments
  - ◆ Staff wellbeing including work/life balance, working conditions, absence management and support mechanisms
  - ◆ Review effectiveness of management structure
  - ◆ Review appraisals and performance management, ensuring fairness and consistency for all staff in line with DfE guidance
  - ◆ Review pay and conditions, ensuring these are commensurate with national policy and reflect local needs and circumstances
  - ◆ Review any disciplinary matters, grievances or complaints
  - ◆ Succession planning for senior leadership roles
  - ◆ Ensure that the Trust's HR policies are up to date and relevant
  - ◆ Utilise data from performance management, exit interviews, equalities reviews and other surveys to ensure continuing improvements in standards.

### **Standards**

- ◆ After an Ofsted inspection review and approve a School Action Plan to ensure that all the recommendations and requirements of Ofsted will be fulfilled
- ◆ Ensure that the achievement of standards, delegated to Local Governing Bodies, is planned, resourced, tracked and continuously improved

### **Policies**

- ◆ Establish, monitor and review policies and procedures as per the Trust's Policy Schedule
- ◆ All Trustees to sign the Code of Conduct on an annual basis