

ACORN MULTI ACADEMY TRUST

TERMS OF REFERENCE

TRUST BOARD OF DIRECTORS

Adopted by Trust Board: 11th October 2017

Review Timetable: Annual

Review Date: September 2018

1. POWERS OF THE TRUST BOARD OF DIRECTORS

- 1.1. The Directors shall exercise duties and powers as set out in the Academy Trust's Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time, and, in particular;
- 1.2. to advance for the public benefit education by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum, the Objects of the Academy Trust (*Article 4*),
- 1.3. to expend the funds of the Academy Trust in furtherance of the Object as they consider most beneficial and enter into contracts on behalf of the Academy Trust (*Article 94*),
- 1.4. to abide by the requirements of and have regard to the guidance in the Academies Finance Handbook including approval of the annual budget each Academy financial year,
- 1.5. to prepare and submit Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website (Articles 129-131),
- 1.6. to establish any Committee they deem appropriate and to regulate their proceedings (Article 100a and 101),
- 1.7. to establish Local Governing Bodies (Article 100b) and to regulate their proceedings (Article 104 and 105),
- 1.8. to appoint the Chief Executive, Headteachers and Heads of School of the Academies (Article 107),
- 1.9. to delegate powers and functions to any Director, Governor, Committee or Head Teacher as they consider desirable (Article 105-6).
- 1.10. The Directors shall have the right to intervene in the governance of an academy where it has serious cause for concern including;
 - 1.10.1. Standards of performance of pupils at the Academy are unacceptably low,
 - 1.10.2. Serious breakdown in the way the Academy is governed or managed,
 - 1.10.3. Safety of pupils or staff is threatened,
 - 1.10.4. Financial mismanagement or failure to operate within budget.
- 1.11. The Articles of Association is attached as [Annex 1](#).
- 1.12. The Master Funding Agreement is attached as [Annex 2](#).

2. COMPOSITION AND APPOINTMENT OF THE BOARD OF DIRECTORS

- 2.1. The composition of the Trust Board is set out in the Articles of Association and, in particular, shall be as follows;
 - 2.1.1. Two Academy Directors appointed by each Academy Local Governing Body (Article 46b-e),
 - 2.1.2. the Chief Executive (Article 50d),
 - 2.1.3. One Director appointed by the Directors (Article 50),
 - 2.1.4. Foundation Directors appointed by the Members such that they are in the majority (Article 52),
 - 2.1.5. Co-opted Directors appointed by the Directors (Article 47).
- 2.2. The appointment of Directors shall be as set out in the Articles of Association, in particular;
 - 2.2.1. The Directors shall agree by simple majority the appointment of the Director under Article 50
- 2.3. The Trust Board of Directors shall support each Academy Local Governing Body to make all necessary arrangements for the election of a minimum of two Parent Governors by parents of registered pupils at each Academy (Articles 53-56).

3. TERM OF OFFICE FOR DIRECTORS

- 3.1. The Term of Office for all Directors except the Chief Executive is 4 years (Article 64).

4. MEETINGS OF THE TRUST BOARD

- 4.1. The Trust Board shall meet as set out in the Articles of Association and, in particular;
 - 4.1.1. The Trust Board shall meet at least three times in each school year (Article 109),
 - 4.1.2. The Directors shall meet in December to approve the Trust Audited Accounts and Annual Report ,
 - 4.1.3. The Directors will receive notice of each meeting seven clear days before the date of the meeting (Article 111).
- 4.2. Any member shall be able to participate in meetings of the Trust Board by telephone or video conference provided that he/she has given reasonable notice to the clerk of the Trust Board and that the Trust Board have access to the appropriate equipment.

5. QUORUM

- 5.1. The quorum for a meeting of the Trust Board will be;
 - 5.1.1. 50% of the total number of Directors holding office at the date of the meeting. (Article 117)
 - 5.1.2. For decisions set out in Article 119, the number of persons equal to at least two thirds (2/3) rounded up to a whole number who are at the time Directors entitled to vote.

6. VOTING

- 6.1. Each question to be decided at a meeting of the Trust Board shall be determined by a majority of votes of Directors present and eligible to vote on the question. In the event that there are equal votes on the question then the Chair shall have an additional casting vote. Any Trust Board member who is also an employee of the Trust shall withdraw from

that part of any meeting of the Trust Board at which his or her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

7. CONFLICTS OF INTEREST

- 7.1. Any Director who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest as defined below) which conflicts or may conflict with his or her duties as a Director shall disclose that fact to the Directors as soon as he or she becomes aware of it. A person must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 7.2. A Director has a Personal Financial Interest if he or she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.
- 7.3. The CEO and staff governors shall be deemed to have declared their personal interest as employees of the Trust.

8. APPOINTMENT OF THE TRUST BOARD CHAIR AND VICE CHAIR

- 8.1. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the first meeting of each school year (Article 82) and, in particular;
- 8.2. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Clerk to the Directors,
- 8.3. Directors will be able to submit written nominations prior to the meeting and verbal nominations at the meeting. A Director can nominate him/herself for office and does not need to be present,
- 8.4. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one nominee, the remaining Directors will take a vote by secret ballot and the Clerk will tally the votes,
- 8.5. If there are more than three nominees per office, the nominee polling the least votes shall be eliminated and a further vote taken. If there is a tie the Governors shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls a majority of votes.

9. COMMITTEES & ADVISORS

- 9.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference, Delegated Powers and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance & Audit Committee shall be permanently constituted as required by Funding Agreement.
- 9.2. The current Committee structure, Terms of Reference, Delegated Powers and Membership shall be detailed as [Annex 3](#).
- 9.3. The Directors shall agree whether to appoint non-Directors as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of

the members present to be Directors before a vote can be taken (Article 101).

- 9.4. The practice for Committee Management shall be;
 - 9.4.1. Agendas will be circulated to all committee members at least seven days in advance of the meeting,
 - 9.4.2. Committee papers will be available to all Directors (not just those on the committee),
 - 9.4.3. Minutes will be circulated to all Directors (not just those on the committee),
 - 9.4.4. Minutes will be signed by the Committee Chairman at the next committee meeting to verify that the minutes are a true record,
 - 6.5.5. Any Director may attend a committee meeting but only named committee members may vote.
- 9.5. The Board shall appoint Board Advisors with relevant knowledge, skills and where the Board does not have this expertise within the Directors. The Advisor shall not be a Director. Each Advisor shall be given clear Terms of Reference.

10. DELEGATION OF POWERS TO COMMITTEES, ADVISORS, GOVERNORS AND CHIEF EXECUTIVE

- 10.1. The Trust Board shall agree the delegation of functions to Trust Committees, Local Governing Bodies and Chief Executive at the first meeting of the Trust Board each school year. The Scheme of Delegation shall be detailed as [Annex 4](#).
- 10.2. The Trust Board may not delegate the following governance responsibilities;
 - 10.2.1. Approve Trust Board Terms of Reference (SoD 2.3)
 - 10.2.2. Approve Trust Scheme of Delegation (SoD 2.4)
 - 10.2.3. Approve further academies joining the Trust (SoD 2.12)
 - 10.2.4. Establish Trust Committees (SoD 2.2)
 - 10.2.5. Approve Trust Committee Terms of Reference (SoD 2.5)
 - 10.2.6. Approve Local Governing Body Terms of Reference (SoD 2.6)
 - 10.2.7. Elect (and remove) Trust Board Chair (SoD 1.4)
 - 10.2.8. Remove the Chair of a Local Governing Body (SoD 1.11)
 - 10.2.9. Appoint (and remove) Chair(s) of Trust Committees (SoD 1.14)
 - 10.2.10. Appoint (and remove) members of Trust Committees (SoD 1.15)
 - 10.2.11. Appoint Board Advisors (SoD 1.6)
 - 10.2.12. Appoint the Clerk to the Directors (SoD 1.12)
 - 10.2.13. Organise the calendar of Trust Board and LGB meetings (SoD 2.14)
- 10.3. **The Trust Board may not delegate the following strategic and financial responsibilities;**
 - 10.3.1. Approve the Trust Strategic Plan (SoD 4.1),
 - 10.3.2. Approve Academy Performance Targets and Academy Performance Review (SoD 4.2),
 - 10.3.3. Appointment of the CEO/Executive Headteacher (SoD 8.3),
 - 10.3.4. Appointment of each Academy Headteacher or Head of School (SoD 8.8),

- 10.3.5. Approve Trust Financial Regulations & Procedures (SoD 6.4)
- 10.3.6. Appoint the Trust Auditors (SoD 6.5)
- 10.3.7. Approve Trust and Academy Annual budgets (SoD 6.6, 6.9)
- 10.3.8. Approve the expansion or extension of provision for an Academy (SoD 4.3)
- 10.3.9. Approve Trust Admissions policies

11. APPOINTMENT OF ACADEMY HEADTEACHERS

- 11.1. The Local Governing Body of an academy shall lead the process to appoint the Headteacher or Head of School and set up an appointment panel including up to three Governors, the Chief Executive and a Trust Director.
- 11.2. This Appointment panel shall manage the appointment process and make a recommendation for the appointment of a candidate to the Trust Board giving the views of the Chief Executive and Trust Directors reasonable weight in this process.
- 11.3. The Trust Board shall not unreasonably withhold their approval for the appointment of a recommended candidate as the Headteacher or Head of School.
- 11.4. In the event the Trust Board does not approve the appointment of a recommended candidate as Headteacher or Head of School, they shall provide a clear explanation to the Local Governing Body.

12. APPOINTMENT OF THE ACCOUNTING OFFICER

- 12.1. The Directors shall appoint the Chief Executive as Accounting Officer with personal responsibility to the Governing Body for financial and administrative matters including;
 - 12.1.1. Ensuring regularity and propriety,
 - 12.1.2. Prudent and economical administration,
 - 12.1.3. Avoidance of waste and extravagance,
 - 12.1.4. Efficient and effective use of available resources,
 - 12.1.5. Day to day organisation, staffing and management of the Academy Trust.

13. APPOINTMENT OF THE COMPANY SECRETARY

- 13.1. The Trust Board may appoint a Company Secretary who shall not be a Director nor a Member. If a Company Secretary is not appointed then one of the Directors will be appointed out to carry out the functions below.
- 13.2. The Company Secretary shall;
 - 13.2.1. Keep records such as registers of directors and members,
 - 13.2.2. File documents at Companies House,
 - 13.2.3. Ensure that the Trust Board acts within its powers and decisions are communicated and notified to relevant bodies, principally the DfE,
 - 13.2.4. Be a point of contact for Members and Directors to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification,

- 13.2.5. Act as chairman when the chairman is being elected,
- 13.2.6. Keep a book of the minutes of the Directors' meetings,
- 13.2.7. Convene meetings of Directors by sending out signed written notice 7 clear days before the meeting,
- 13.2.8. Keep a register of interests, bring the issue of conflicts of interest to the attention of the Directors and maintain a risk register.

14. APPOINTMENT OF A CLERK

The Trust Board may appoint a Clerk to the Directors who shall carry out those functions of the Company Secretary as delegated with the agreement of the Trust Board.

15. DIRECTORS' EXPENSES

- 15.1. The Academy Trust shall reimburse exceptional expenses incurred by Directors in line with the relevant policy.

DECLARATION

The Trust Board of Directors, at its meeting on 11th October 2017 resolved to adopt these Terms of Reference. A copy has been forwarded to the Clerk to the Directors for the formal Trust Board records. These Terms of Reference will be reviewed annually at the start of the academic year.

Signature *Brian Impey*
(Chair of the Trust Board)

Date of signature

ANNEX 1: Trust Articles of Association

ANNEX 2: Master & Supplementary Funding Agreements

ANNEX 3: Trust Committee structure, Terms of Reference and Membership

ANNEX 4: Trust Scheme of Delegation