

# Trust Board Terms of Reference

## **APPROVAL and REVIEW**

Review date: ***Jul. '19***

Approval needed by: ***Trust Board***

Adopted: ***Jul. '19***

Next review date: ***Sep. '20***

## **1. General principles of governance for SSMAT**

- 1.1 The SSMAT Board works in partnership with its Local Governing Bodies (LGBs) on all issues that relate to Trust strategy, Trust outcomes and the Trust's relationship with the community.
- 1.2 The MAT Board makes decisions, following appropriate consultation with LGBs, on matters that affect academies in the Trust.
- 1.3 The general principle is that LGBs and Headteachers of academies in the Trust have as much autonomy as possible, taking into account the academy's circumstances. Therefore, unless there are clear concerns, LGBs make decisions on those matters that affect individual academies.
- 1.4 The MAT Board ensures that effective arrangements are in place for monitoring and evaluating the performance of LGBs and their academies.
- 1.5 The MAT Board takes action, including (as appropriate) the full, or partial, withdrawal of delegated authority to a school's LGB and/or Headteacher, in circumstances where there is a clear cause for concern, e.g. an unfavourable Ofsted judgement, safeguarding concerns or a sharp decline in a school's achievement profile.
- 1.6 The governance arrangements of schools with a 'good' profile remain unchanged, except where changes are required in order to comply with legal or statutory requirements, or to ensure operational effectiveness.
- 1.7 The Trust consults with LGBs on any changes to the Trust's multi-academy governance arrangements before any decisions are made.
- 1.8 In order to aid a consistency of approach across academies in the Trust, LGBs report regularly to the Trust Board and provide all relevant performance data in a format that is determined by the Board.
- 1.9 The Terms of Reference for the relevant body should be considered in conjunction with the Scheme of Delegation.

## **2. Role of the Trust Board**

- 2.1 Ensure the Trust's compliance with charity and company law, its Articles of Association, all other applicable legislation and Department for Education (DfE) and Education Funding Agency (EFA) requirements related to its Trust status and the Academy status of the schools in the Trust.
- 2.2 Ensure proper use of public funds and compliance with the Trust's Funding Agreement, ensuring that the Trust remains solvent and well run, meeting the needs of students and staff in its schools.

- 2.3 Ensure that the Trust acts in accordance with its constitution and powers, exercising sound judgement and diligence in all its affairs.
- 2.4 Promote the status of the Trust in the community, celebrating its successes and identifying opportunities for its development and positive agency.
- 2.5 Ensure that all Directors are skilled in understanding academy performance data and are kept regularly, and accurately, appraised of the performance of each academy in the Trust.
- 2.6 Ensure that all Directors are skilled in understanding the Trust's financial position.
- 2.7 Ensure that the Executive Headteacher and Trust Business Manager have the skills, knowledge and experience to exercise their duties effectively, including the management of its human, financial and physical resources and assets.

### **3. Governance responsibilities of the Trust Board**

- 3.1 Determine the Trust's core values, mission and long-term strategy for *'advancing for the public benefit, education in the UK, by establishing, maintaining, carrying on, managing and developing mainstream academies offering a broad and balanced curriculum, alternative provision, 16-19 academies, or special educational provision.'*
- 3.2 Determine key performance indicators (KPIs) for the Trust and its schools and monitor the Trust's performance in relation to KPIs
- 3.3 Determine the Trust's approach to, and approve, Trust-wide policies and procedures for adoption and implementation across all academies in the Trust.
- 3.4 Determine the Trust's course of action in relation to constitutional matters, and related procedures, in circumstances where the Trust has some discretion.
- 3.5 Determine the committees of the Board (to include Audit and Risk Committee) and determine their Terms of Reference
- 3.6 Approve and review the Scheme of Delegation, outlining which functions are delegated to committees, including LGBs, the Executive Headteacher, Trust Business Manager and Headteachers / Heads of School.
- 3.7 Establish and arrange procedures to:
  - hold a minimum of three full Trust Board meetings each year;
  - appoint and remove the Chair and Vice-Chair of the Trust Board;

- appoint Directors to the Trust Board and also to standing committees and ad-hoc committees (as required);
  - suspend and remove Directors from the Board;
  - appoint and remove the Clerk to the Board; and
  - maintain and publish a register of Members, Directors, Local Governors, Headteachers and Trust Core Staff, and their business interests, and put in place measures to mitigate against conflicts of interest.
- 3.8 Determine, as required and following consultation with LGBs, arrangements and procedures for appointing Trust Governors to LGBs and for suspending or removing any Governor.
- 3.9 Receive reports from committees, including LGBs and any other groups or individuals to whom responsibility has been delegated and consider, as appropriate, how the Board needs to respond.

#### **4. Trust Board responsibilities for educational achievement and welfare**

- 4.1 Set Key Performance Indicators (KPIs) for academies in the Trust as a basis for judging the continuous improvement of outcomes throughout the Trust.
- 4.2 Oversee the monitoring and evaluation of the performance and improvement of SSMAT academies (including in relation to KPIs).
- 4.3 Take action, as required, to secure improvement or accelerate the rate of improvement, of academies
- 4.4 Ensure that there are robust arrangements in place for a consistent application of robust safeguarding practice across the Trust.

#### **5. Trust Board responsibilities for management and communications**

- 5.1 Ensure that appropriate leadership and management arrangements are in place at Trust level.
- 5.2 Determine the Trust's overall approach to marketing and communications.
- 5.3 Ensure that information about the SSMAT is available from the Trust website and the websites of the individual academies.
- 5.4 Ensure that appropriate arrangements are in place throughout the Trust for handling complaints.

## 6. Trust Board Responsibilities for Financial Control and Procurement

- 6.1 Ensure that the Trust complies with all matters of regularity, propriety and value for money in its use of public funds.
- 6.2 Ensure that effective policies and procedures are in place for financial planning and internal controls, with full compliance with all relevant financial regulations, EFA guidance and the Academies Financial Handbook.
- 6.3 Determine internal audit arrangements, appoint external auditors, and ensure that appropriate action is taken where issues are raised in audit reports.
- 6.4 Determine the Trust's policies and procedures for:
  - accounting practices;
  - asset management;
  - procurement;
  - payroll;
  - managing conflicts of interest;
  - staff severance and compensation payments; and
  - charging and remissions.
- 6.5 Develop and oversee a 3-year financial plan for all academies in the Trust.
- 6.6 Approve all annual returns to the EFA, Companies House, and for publication on the SSMAT website.
- 6.7 Approve a consolidated budget for the Trust and, in circumstances where an academy's budget is in deficit, approve its annual budget statement.
- 6.8 Receive and consider information about the financial performance of the Trust at least three times each year.
- 6.9 Monitor student admission numbers overall and in each academy, determining (as appropriate, and in consultation with LGBs) arrangements for organisational change.
- 6.10 Determine arrangements for bidding for, and allocating, capital funding for the maintenance, improvement, replacement and expansion of the Trust's buildings and estate.

- 6.11 Ensure that there is effective practice, across the Trust, in the purchase and commissioning of goods and services, clarifying which goods and services will be procured centrally and which will, or can, be procured at school level, in line with the Trust's agreed protocol for procurement and competitive tendering.

## **7. Trust Board responsibilities for human resources**

- 7.1 Develop and implement policies and procedures that ensure that the Trust's approach to staff recruitment supports its ongoing development and assures compliance with all relevant legislation.
- 7.2 Develop and implement, across the Trust, a consistent approach to staff appraisal and remuneration.
- 7.3 Maintain, at Trust and academy level, central records of recruitment and vetting checks.
- 7.4 Maintain Trust-wide provisions for salaries and pensions.
- 7.5 Maintain a Trust-wide approach to staff terms and conditions that is informed by national guidance documents.
- 7.6 Determine Trust-wide policies and procedures relating to effective human resource management.
- 7.7 Ensure that there is a robust, comprehensive and consistent interpretation of the Equality Duty across the Trust (including through the publication and prioritisation of equalities and accessibility objectives).
- 7.8 Maintain clear channels of communication (at Trust level) with trade unions, in the interest of effective industrial relations, at Trust level.
- 7.9 Ensure that there is a strategic approach to staff development and succession planning across the Trust.
- 7.10 Determine a staffing structure for Trust Core Staff and for the recruitment, appointment, appraisal and remuneration of this team (including the Executive Headteacher and Trust Business Manager).
- 7.11 Establish, in partnership with Chairs of LGBs, arrangements for the recruitment, appointment, appraisal and remuneration of Trust school Headteachers / Heads of School.

## **8. Trust Board responsibilities for premises**

- 8.1 Develop, approve, implement and review:

- maintenance and development of the Trust’s buildings, grounds and ICT infrastructure; and
- plans for the disposal of any freehold property and for granting or taking up leasehold or tenancy of land or buildings.

- 8.2 Establish arrangements, through consultation with LGBs, for ensuring that health and safety issues are appropriately prioritised for action and staff are appropriately trained.
- 8.3 Develop, approve, implement and review arrangements for data protection and responses to Freedom of Information requests, in line with statutory guidance.

## **9. Organisational characteristics and arrangements**

- 9.1 The Trust Board comprises three to five Members, two of whom are also Directors. In total, there are five to eleven Directors.
- 9.2 Meetings are quorate when half of the serving Directors are present.
- 9.3 The term of office for all Directors, other than the Executive Director, is four years. The Executive Director holds office ex-officio as long as he/she is in post. Any Director can be re-elected or re-appointed.
- 9.4 Directors meet, as a full Trust Board, at least three times each year (generally four times, as calendared). Members meet on an annual basis.
- 9.5 Where a decision is decided on a vote, Directors have one vote each and (as required) the Chair has the casting vote.
- 9.6 A Director who is employed by the Trust may not be the Chair or Vice-Chair.
- 9.7 The Executive Headteacher has delegated powers with regard to the overall leadership, management and performance of the Trust.
- 9.8 Additional ‘professional advisers’ (Headteachers, Heads of School, staff with specific responsibilities and external agents), are invited to Trust Board meetings, as appropriate, but have no decision-making remit.

## **10. Policies and other documents for Trust Board approval**

- 10.1 The following policies and documents are approved by the Trust Board [The Trust’s Finance, Audit and Risk Committee has delegated approval for various other policies and documents, as outlined in the Finance, Audit and Risk Committee Terms of Reference]:

<i>Policy / document</i>	<i>Time period between versions</i>
Admissions Policy	1 year
Annual Report and Financial Statements	1 year
Promoting British Values and Preventing Extremism and Radicalisation Policy	2 years
Budget Statement	1 year
Complaints Policy	2 years
Equal Opportunities Policy and Equalities / Accessibility Plan	1 year
E-Safety Policy	2 years
Flexible Working Policy	2 years
Managing Attendance at Work Policy	2 years
Maternity, Paternity and Adoption Leave Policy	2 years
Pay Policy	1 year
Restructuring and Redundancy Policy	2 years
Safeguarding Policy	1 year
Scheme of Delegation	1 year
Staff Appraisal Policy	2 years
Staff Bullying and Harassment Policy	2 years
Staff Capability Policy	2 years
Staff Code of Conduct	1 year
Staff Development and Succession Planning Policy	2 years
Staff Discipline Policy	2 years
Staff Grievance Policy	2 years
Staff Handbook	1 year
Staff Recruitment Policy	2 years
Staff Well-Being Policy	2 years
Strategic Plan	1 year
Time Off (Non-Sickness) Policy	2 years

**Stuart Jones; Jul. '19**