

GREAT HEIGHTS ACADEMY TRUST
TERMS OF REFERENCE, OCTOBER 2021 UPDATE

- Title:** Board of Trustees
- Purpose:** To implement, monitor, review and challenge the strategic development of the Trust, as set out in its Business Plan, including MAT growth needs and issues;
To gather and receive all information necessary for decision-making, with regards to the operation, performance and progress of the constituent Academies, designations and of the Trust as a whole, against strategic goals;
To champion the vision, ethos and strategy of the Trust;
To ensure compliance with directives.
- Membership:** The membership shall include the MAT CEO, plus up to nine others Trustees.
Trustees shall elect the Chair and Vice Chair annually at the first meeting of the year - by self nomination, but these will not be employees of the Trust.
- Quorum:** The composition, rules and regulations of the Trust Board are set out in the Articles. The quorum is one-third of Trustees (rounded up); a minimum of 3 in attendance.
- Meetings:** The Board of Trustees shall meet at least six times a year and as required.
- Responsibilities:** The Academy trust must take full control of its affairs, and apply, and be in compliance with, the letter and spirit of its accountability framework (set out in the Governance Handbook and the Academy Trust Handbook, as updated periodically). The Board of Trustees manages the business and exercises all the powers of the Academy trust.
- Trustees shall determine who is responsible for governance and accountable for performance. The functions, duties and proceedings of any committees including Local Governing Bodies, if any, are subject to regulations made by the Board.
- Trustees must:
1. Review the MAT's Articles and determine whether to delegate any or all of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any LGB), CEO, Principal or any other holder of an executive office.
 2. Review the committee structure, quorum arrangements, duties and level of delegation for each committee.
 3. Comply with the Schedule of requirements in the Academy Trust Handbook brought together into one list: the 'musts'.
 4. Check that all statutory duties are allocated to at least one committee or are addressed at Trustee level.
 5. Ensure that the approval of any delegated responsibilities (scheme of delegation) is recorded in the minutes of Trustee and Local Governing Body meetings.
 6. Publish the scheme of delegation on the MAT's website.
- The Board is a corporate body, so decisions must be taken collectively unless a power or function has been formally delegated. The exception is where Chair's action needs to be used. The Chair of Trustees can act without permission if urgent action is required. When the Chair takes such action, he/she must report back to the Board at the next meeting, at the latest.

This document includes statutory responsibilities, together with other duties which are strongly recommended/good practice, all as set out in the following DfE/ESFA source items (for the avoidance of any doubt the letter and spirit of these items take precedence over the summary duties & responsibilities abbreviated on pages 3-5):

- (DfE) **Academy Articles of Association;**
- (DfE) **Funding agreements;**
- (DfE) **Governance handbook;**
- (ESFA) **Academy Trust Handbook;**
- (DfE) **Academy trust governance: structures and role descriptors;**
- (ESFA) **Academies Planning Calendar;**
- (DfE) **Statutory policies for schools and academy trusts;**
- (DfE) **Schools: Statutory Guidance (also Academy trusts: governance)**
(for further reading, links & definitions, see Academy Trust Handbook: Part 9)

Arrangements for the delegation of any responsibilities to committees including Local Governing Bodies, or Senior Leaders, should be set out in a Scheme of Delegation usually accompanied by individual Terms of Reference and are subject to any conditions the Trustees may impose, and may be revoked or altered.

The Great Heights Academy Trust governance structure (including Designation boards, where relevant), each with its own Terms of Reference is:

- **Finance & Premises Committee, including Audit Committee responsibilities**
- **Standards Committee**
- **Local Governing Bodies**

(Trust structures are set out in the current Business Plan & Scheme of Delegation)

Each committee, other than a Local Governing Body, must contain a majority of Trustees, but may also include other people the Board chooses to appoint.

It is a legal requirement that any decision made by a committee or an individual under delegated powers be reported at a Trust Board meeting. **It is therefore essential that minutes are taken at committee meetings which detail the decisions made.**

Committee minutes, including from Local Governing Body meetings, should be circulated to all Trustees and be tabled at each Trust board meeting, where Trustees should minute that they have noted the decisions made by committees.

Note: This document has its origins in Leeds Governor Support Service Models of Working (Sept 2019), reviewed to ensure it meets ongoing statutory requirements.

Duties and responsibilities: See attached.

This document must be approved by the whole Board and should be circulated to all committee members, including Local Governing Bodies for information.

Approved by the Trust Board October 2021

Signed by the Trust Chair:

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DUTIES AND RESPONSIBILITIES ARE AS SET OUT IN FULL IN DFE / ESFA SOURCE ITEMS.

THE GOVERNANCE STRUCTURE (SCHEME OF DELEGATION)* IS SET OUT IN THE NGA MODEL 'GUIDANCE ON SCHEMES OF DELEGATION FOR ACADEMY TRUSTS, UPDATED NOVEMBER 2020' - AS AMENDED BY THE GHAT BOARD OF TRUSTEES 04/10/21.

*PREVIOUSLY NGA VERSION 2, MODEL 2 (ACADEMY COUNCILS)(JULY2020); AS AMENDED 13/7/20.

The Board must ensure good financial management and compliance with the Funding Agreement, Academy Trust & Governance Handbooks; receiving and considering information on financial performance at least six times a year - taking appropriate action to ensure ongoing viability of the Trust. Financial performance and organisational effectiveness enable the prime objective, to provide excellent education.

Duties and responsibilities include (but are not limited to) the following; these abbreviate the requirements and so cannot be used as a substitute for source items which must be read in full.

(reference documents are in italics)

1.01	Trustees must apply the highest standards of governance and fully understand their duties as governors, company directors and charity trustees <i>Charity Commission CC3; The Essential Trustee: What you need to know, what you need to do</i>
1.02	Agree and adopt a code of conduct (referencing the Nolan Principles of public life), commit to continued self-review and development - including the composition of the Board in terms of skills, effective leadership and impact, and to the publication of relevant Member, Trustee and Local Governor information <i>DfE; A Competency Framework for Governance: The knowledge, skills and behaviours needed for effective governance in maintained schools, academies and multi-academy trusts</i>
1.03	Agree a school vision, ethos and strategic direction which promotes British Values and supports leaders in making informed decisions about curriculum development
1.04	Approve a written scheme of delegation of financial powers that maintains robust internal controls
1.05	Ensure the board of trustees meets at least six times a year and conducts business only when quorate
1.06	Appoint a governance professional (clerk) to the board of trustees (who is not a trustee, principal or the chief executive).
1.07	Appoint in writing a senior executive leader (chief executive) who may be appointed as a trustee
1.08	Appoint in writing a named individual as its accounting officer (who should be the senior executive leader employed by the trust)
1.09	Appoint a chief financial officer, who is the finance director, business manager or equivalent, to lead an appropriately qualified and/or experienced finance department
1.10	Establish a Finance Committee of suitably experienced Trustees - with Terms of Reference reviewed at least annually, to provide oversight of financial transactions and to deliver internal scrutiny; including to: <ul style="list-style-type: none"> • ensure value for money, regularity and propriety in relation to the management of funds; • discuss ESFA 'Dear Accounting Officer' letters and take any action necessary to strengthen financial controls; • provide independent assurance to the board that its financial and non-financial controls and risk management procedures, including at constituent academies, are operating effectively; • comply with any ESFA Notice to Improve ; • notify ESFA of any instances of fraud, theft and/or irregularity exceeding £5,000, or which are unusual or systematic; • Provide ESFA with any information it requires to meet funding requirements <p>Trusts with annual income over £50M must also have a dedicated audit & risk committee, meeting at least three times a year. Other trusts can combine the function with a committee such as finance. <i>ESFA; internal scrutiny in academy trusts: good practice guide</i></p>

1.11	<p>Approve and minute the approval of a balanced budget Meet key dates for ESFA activities relating to financial returns, academy funding and compliance with funding agreements; approve a three year budget forecast return (usually July) and budget forecast outturn (May). The balanced budget requirement applies to Trusts as a whole, not to constituent academies.</p>
1.12	<p>Appoint an external auditor in writing, have the accounts audited and prepare an annual report and accounts, which must:</p> <ul style="list-style-type: none"> • Be submitted to ESFA, usually by 31 December each year • Be published on the Trust website, by 31 January • Be filed with Companies House, by 31 May • Be provided to Members and anyone who requests a copy • Include an Accounting Officer's statement on regularity, propriety and compliance <p><i>ESFA; Academies Accounts Direction (the reference pack for preparing and auditing financial statements for the accounting period ending 31 August annually; translates the requirements set out by the Charity Commission in its Statement of Recommended Practice (SORP) into a form applicable to academy trusts)</i></p>
1.13	<p>Consider monthly management accounts and ensure Senior Leaders take appropriate action in response to these and Key Performance Indicator (KPI) reports. The trust must manage its cash position robustly, avoid becoming overdrawn and ensure that investment risk and reserves are properly managed</p>
1.14	<p>Be able to show that public funds have been used as intended by Parliament</p>
1.15	<p>Monitor and challenge all Trust entities and designations, manage risks and have up to date risk registers in place</p>
1.16	<p>Have adequate insurance cover to comply with legal obligations and funding agreements, or opt into DfE's Risk Protection Arrangement</p>
1.17	<p>Approve appropriate procedures for whistleblowing, ensure staff are aware of procedures and all concerns are responded to in a fair manner</p>
1.18	<p>Establish a Standards Committee of suitably experienced Trustees - with Terms of Reference reviewed at least annually, to:</p> <ul style="list-style-type: none"> • assist decision-making by the Board on matters relating to the performance of constituent Academies within The Trust; • ensure that progress made by pupils across the MAT is monitored and challenged; • challenge any variability of outcomes between Academies; • monitor and review progress against targets in the Trust's strategic plans; • receive reports on the organisational effectiveness of the Trust and its Academies; • take responsibility for maintaining, updating and implementing a Pay Policy; • refer major issues to the Trust Board for ratification.
1.19	<p>Ensure effective safeguarding procedures and policies are in place for 'Keeping children safe in education'</p>
1.20	<p>Ensure a policy for Special Education Needs & Disabilities (SEND) and suitable provision is in place; publish information about the policy and provision (the school 'offer') at constituent academies</p>
1.21	<p>Ensure a policy and procedures for Supporting Pupils with Medical Conditions is in place</p>
1.22	<p>Ensure that policies and procedures adopted by constituent academies enable pupils of all faiths and none to play a full part in the life of each academy and do not disadvantage pupils or parents of any faith or none.</p>
1.23	<p>Determine teachers' pay and conditions of service</p>

1.24	Arrange Performance Management and ensure decisions about executive pay and benefits follow a robust evidence-based process
1.25	Review staffing levels and structures when a relevant vacancy occurs, or at least annually
1.26	Review school terms, admission and attendance arrangements
1.27	<p>Establish Local Governing Bodies with oversight roles, which act as committees reporting to the Trust Board, to monitor, review and communicate the development of their academy.</p> <p>The function of each LGB includes:</p> <ul style="list-style-type: none"> • to build an understanding of how the school is led and managed to support future developments • to engage with stakeholders • to be a point of consultation and representation <p><i>National Governance Association; NGA model schemes of delegation v2 Model 2 (13th July 2020): 'Delegation to academy councils referenced to Academy LGBs, SCITT Board and TSA/ RS/ EH Strategic Board for The Greetland Academy Trust (Great Heights Trust from September 2020)'</i></p>
1.28	Publish on the Trust website all statutory information including the Articles of Association, Funding Agreements, Annual Accounts, Statutory Policies, names of Trustees & Members, and gender pay gap information (where applicable).
1.29	<p>Ensure transparency of governance arrangements. Record, manage and publish on the Trust website business and pecuniary interests of Members, Trustees, Local Governors and senior employees; including:</p> <ul style="list-style-type: none"> • The structure and remit of the members, board of trustees, committees and local governing bodies and the full name of the chair of each • For each person who has served at any point in the last 12 months, the full name, date of appointment and date stepped down, where applicable • For each trustee and local governor, the attendance record over the last academic year • A record of reasonable gifts and hospitality
1.30	<p>Ensure an up-to-date, full and accurate record of key individuals is recorded on DfE's register 'Get information about schools'</p> <p>DfE must be notified (via 'Get information about schools') within 14 days of changes in members, trustees, local governors, chairs of trustees and LGBs, accounting officer and chief financial officer</p>
1.31	Consider an expenses policy to allow trustees and local governors to be reimbursed for reasonable expenses incurred when acting on behalf of the trust, but excluding expenses in connection with foreign travel
1.32	Ensure that meetings are called at least 7 days in advance and that minutes and papers to be considered, including at committees, are distributed in a reasonable and timely manner.
2.01	<p>Fulfil the Trust's responsibilities covering health and safety, estates management and cyber-crime. This includes responsibilities such as:</p> <ul style="list-style-type: none"> • Carrying out the Prevent duty to combat radicalisation. • Protecting the health and safety of staff, pupils, and visitors. • Managing asbestos effectively, in line with the Control of Asbestos Regulations 2012. • Managing school estates strategically and maintaining safe working conditions.
2.02	Ensure that the two key areas of School Improvement and School Organisational Effectiveness are addressed, which underpin the Trust's capacity for growth.
2.03	Ensure Members are kept informed about Trust business, so they can be assured that the Board is exercising effective governance. This must include providing Members with the Trust's audited annual report and accounts.
2.04	Make available for public inspection: the agenda for every meeting of the Trustees, Local Governing Bodies and committees; the approved minutes of each meeting; and, any report, document or other paper considered

	<u>Addendum (COVID-19)</u>
3.0	Careful consideration has been given to how this version of the Trust Board’s Terms of Reference should reflect the current coronavirus (COVID-19) outbreak and its impact on trust governance. Given that the situation continues to evolve, the Trust Board should continue to consult specific coronavirus-related guidance published on the dedicated section of GOV.UK. It is expected that the DfE will also endeavour to keep trustees informed of any new coronavirus guidance, with reference to the latest model articles of association and funding agreement.
3.01	Multi-academy trusts (MATs) are currently operating in unprecedented times and whilst there is a need to ensure that business continues as normal (as far as possible), Trustees should keep in mind the following key principles: <ul style="list-style-type: none"> • Individuals must be sensible and must not put their safety at risk in carrying out Trust business. • Whilst being pragmatic often means taking decisions and meeting in ways that are not 'usual', MATs should comply with their Articles/the Regulations where possible. • It is important for trustees to keep communicating with each other and with their MAT staff, through telephone calls and email and not only through formal meetings. <p>There should be a clear audit trail for all decisions made during this time.</p>
3.02	Trust boards can adopt alternative arrangements to meeting in person, for example, by using Zoom. The DfE allow trustees to attend meetings remotely provided that: <ul style="list-style-type: none"> • each Trustee has given notice of their intention to do so, detailing the email address on which they can be reached at least 48 hours before the meeting • each Trustee has access to the appropriate equipment.
3.03	Trust Board decisions can be made by a written resolution, provided that it: <ul style="list-style-type: none"> • has the unanimous approval of all Trustees then in office • is ‘signed’ by each Trustee. <p>(‘signed’ can be interpreted widely and can include an electronic mark)</p>
3.04	The DfE has urged Trust boards to be pragmatic in what is covered in meetings during this time, and to be proportionate in the decisions in which they are planning to take. The DfE has also advised that Trust boards should be prioritising the provision of support to their school leaders and staff in order to allow them to continue with operational matters.
3.05	In addition to the normal agenda for Trust Board meetings, it is recommended that there is a COVID-19 item so there can be a report on any transitional arrangements in the academies, including remote learning. There should also be a report on education recovery, for example: <ul style="list-style-type: none"> • Where is the academy now? • What has been the impact of COVID-19? • What is the academy doing now to get things back on track? • How will the loss of learning be addressed?