

AGATE MOMENTUM TRUST
TRUST BOARD
TERMS OF REFERENCE (v0.1)

1. POWERS OF THE TRUST BOARD OF TRUSTEES

- 1.1. The Trustees 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 Object of the Academy Trust (*Article 4*),
- 1.3. to set out the Trust's vision, ethos, values and principles,
- 1.4. 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*),
- 1.5. 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,
- 1.6. 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),
- 1.7. to establish any Committee they deem appropriate (Article 100b) and to regulate their proceedings (Articles 101),
- 1.8. to establish Local Governing Bodies (Article 100a) and to regulate their proceedings (Articles 104),
- 1.9. to appoint the Chief Executive and Principals of Academies (Article 107),
- 1.10. to delegate powers and functions to any Trustee, Governor, Committee, CEO or Principal as they consider desirable (Article 105-6).
- 1.11. The Trustees shall have the right to intervene in the governance of an academy where it has serious cause for concern, including;
 - 1.11.1. Standards of performance of pupils at the Academy are unacceptably low,
 - 1.11.2. Serious breakdown in the way the Academy is governed or managed,
 - 1.11.3. Safety of pupils or staff is threatened,
 - 1.11.4. Financial mismanagement or failure to operate within budget.
- 1.12. The Articles of Association is attached as [Annex 1](#).
- 1.13. The Master and Supplemental Funding Agreements are attached as [Annex 2](#).

2. COMPOSITION AND APPOINTMENT OF THE BOARD OF TRUSTEES

- 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. Eleven (11) Trustees normally appointed by the Members on the nomination of the Trustees then in post with a view to the candidates providing particular skills and experience relevant to running the Company (Article 50)
 - 2.1.2. The Chief Executive Officer (Article 57),

2.1.3. Co-opted Trustees appointed by the Trustees (Article 58).

2.2. The Trust Board of Trustees shall support each Academy Local Governing Body to make all necessary arrangements for the election of a minimum of two Parent Local Governors by parents of registered pupils at each Academy (Articles 55 and 101A).

3. TERM OF OFFICE FOR TRUSTEES

3.1. The Term of Office for Trust Trustees is four (4) years (Article 64).

3.2. The Chief Executive Officer shall be ex-officio and therefore without limit on Term of Office.

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 Trust Board shall meet during the date periods as per the Trust Governance Planning Calendar,

4.1.3. The Trustees shall meet specifically to approve the Trust Audited Accounts and Annual Report,

4.1.4. The Trustees will receive notice of each meeting seven (7) clear days before the date of the meeting (Article 111).

4.2. Quorum for a meeting of the Trust Board will be;

4.2.1. The greater of either three (3) persons or number of persons at least equal to one thirds (1/3) who are at the time Trustees entitled to vote (Article 117),

4.2.2. For decisions set out in Article 119, number of persons equal to at least two thirds (2/3) who are at the time Trustees entitled to vote.

4.3. Each question to be decided at a meeting of the Trust Board shall be determined by a majority of votes of Trustees 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 (Article 120-121).

5. APPOINTMENT OF THE TRUST BOARD CHAIR AND VICE CHAIR

5.1. 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;

5.2. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Clerk to the Trustees,

5.3. Trustees shall submit written nominations fourteen (14) days prior to the meeting. A Trustee can nominate him/herself for office and does not need to be present,

5.4. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one nominee, the remaining Trustees will take a vote by secret ballot and the Clerk will tally the votes,

5.5. 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.

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

- 6.1. 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](#).
- 6.2.** The Trust Board shall retain the following governance responsibilities;
- 6.2.1. Approve Trust Board Terms of Reference (SoD 1.2),
 - 6.2.2. Approve Trust Scheme of Delegation (SoD 1.3),
 - 6.2.3. Approve further academies joining the Trust (SoD 1.4),
 - 6.2.4. Establish Trust Committees (SoD 1.5),
 - 6.2.5. Approve Trust Committee Terms of Reference (SoD 1.6),
 - 6.2.6. Approve Local Governing Body Terms of Reference (SoD 1.7),
 - 6.2.7. Appoint (and remove) of Trust Board Chair (SoD 1.9),
 - 6.2.8. Appoint the Chair of the LGB (SoD 1.10)
 - 6.2.9. Remove the Chair of the Local Governing Body (SoD 1.11),
 - 6.2.10. Appoint and remove the Vice-Chair of the LGB (SoD 1.12)
 - 6.2.11. Remove Governors from Local Governing Bodies in exceptional circumstances (SoD 1.14),
 - 6.2.12. Appoint (and remove) Chair(s) of Trust Committees/Working Groups (SoD 1.15),
 - 6.2.13. Appoint (and remove) members of Trust Committees (SoD 1.16),
 - 6.2.14. Appoint Board Advisors (SoD 1.17)
 - 6.2.15. Appoint the Clerk to the Trust Board (SoD 1.18),
 - 6.2.16. Appoint the Accounting Officer (SoD 1.18),
 - 6.2.17. Approve the list of statutory, mandatory or required policies including the determination of those that are Trust policies and those that are Academy policies
 - 6.2.18. Approve the calendar of Trust Board and LGB meetings (SoD 1.20),
 - 6.2.19. Monitor the performance of Local Governing Bodies in fulfilling their responsibilities and accountabilities.
- 6.3. The Trust Board shall retain the following strategic and financial responsibilities;
- 6.3.1. Approve the Trust Financial Regulations and Procedures (SoD 2.1, 2.2)
 - 6.3.2. Appoint the Trust Auditors (SoD 2.3),
 - 6.3.3. Approve Trust and Academy 1 Year and 3 Year budget plans (SoD 2.4-5 & 2.11-12),
 - 6.3.4. Approve the Trust Strategic Plan (SoD 3.1)
 - 6.3.5. Approve Academy Performance Targets (SoD 3.2),
 - 6.3.6. Approve the Academy 3-year Plan (SoD 3.4)
 - 6.3.7. Appointment of the CEO and oversee their performance management (SoD 4.2, 6.10)
 - 6.3.8. Approve the Trust Leadership structure (SoD 4.3)
 - 6.3.9. Approve the appointment of each Headteacher and Head of School (SoD 4.4),
 - 6.3.10. Approve the Suspension or Dismissal of the CEO or Headteacher (SoD 4.7-4.12)

- 6.3.11. Approve any proposals for the re-structuring or redundancy of staff (SoD 4.16-17),
- 6.3.12. Approve the commissioning of repairs works over £25,000 (SoD 5.4)
- 6.3.13. Approve changes to Employee Terms & Conditions or Collective Agreements (SoD 6.4)
- 6.3.14. Approve the Annual Pay Award for Teachers and Support Staff (SoD 6.6-7)
- 6.3.15. Approve any proposals for the change, expansion or extension of provision for an Academy (SoD 6.17-18), and

7. COMMITTEES

- 7.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance and Audit Committees shall be permanently constituted as required by Funding Agreement.
- 7.2. The current Committee structure, Terms of Reference and Membership shall be detailed as [Annex 3](#).
- 7.3. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Trustees before a vote can be taken (Article 101).
- 7.4. The practice for Committee Management shall be;
 - 7.4.1. Agendas will be circulated to all committee members at least seven (7) days in advance of the meeting,
 - 7.4.2. Committee papers will be available to all on the committee
 - 7.4.3. Minutes will be circulated to all Trustees together with Board papers
 - 7.4.4. Minutes will be signed by the Committee Chair at the next committee meeting to verify that the minutes are a true record,
 - 7.4.5. Any Trustee may attend a committee meeting but only named committee members may vote.

8. APPOINTMENT OF THE ACCOUNTING OFFICER

- 8.1. The Trustees shall appoint the CEO as Accounting Officer with personal responsibility to the Trust Board for financial and administrative matters including;
 - 8.1.1. Ensuring regularity and propriety,
 - 8.1.2. Prudent and economical administration,
 - 8.1.3. Avoidance of waste and extravagance,
 - 8.1.4. Efficient and effective use of available resources,
 - 8.1.5. Day to day organisation, staffing and management of the Academy Trust.

9. APPOINTMENT OF THE COMPANY SECRETARY

- 9.1. The Trust Board may appoint a Company Secretary who shall not be a Trustee nor a Member. If a Company Secretary is not appointed, then the Trustees shall appoint a member of staff to carry out the functions below.
- 9.2. The functions of the Company Secretary or appointed member of staff shall;

- 9.2.1. Keep records such as registers of Trustees and members,
- 9.2.2. File documents and accounts at Companies House,
- 9.2.3. Ensure that the Trust Board acts within its powers and that decisions are communicated and notified to relevant bodies, principally the DfE,
- 9.2.4. Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification,
- 9.2.5. Act as Chair when the Chair is being elected,
- 9.2.6. Keep a book of the minutes of the Trustees' meetings,
- 9.2.7. Convene meetings of Trustees by sending out signed written notice 7 clear days before the meeting,
- 9.2.8. Keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and maintain a risk register.

10. APPOINTMENT OF A CLERK

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

11. TRUSTEES' EXPENSES

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

DECLARATION

The Board of Trustees, at its meeting on 22nd March 2018 resolved to adopt these Terms of Reference. A copy has been forwarded to the Clerk to the Trustees for the formal Trust Board records. These Terms of Reference will be reviewed annually at the start of the academic year.

Signature
(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

All annexes are available on the Trust Website