

# Terms of Reference of the Trust Board



1.	<b>Constitution</b>	1.1 The Tudor Grange Academies Trust (TGAT) is constituted as a Multi Academy Trust which has more than one Local Governing Body reporting to the Trust Board. The Trustees should act pursuant to the Articles of Association of the Trust, and the following are the main responsibilities and terms of reference of the Trust Board.
2.	<b>Purpose</b>	2.1 Reference should be made to the current Trust Risk Register to clarify specific risks. 2.2 The terms of reference of the Trust Board shall be reviewed by the Trust Board annually.
3.	<b>Membership</b> <ul style="list-style-type: none"> <li>• <b>Board members</b></li> <li>• <b>Chair and Vice Chair</b></li> <li>• <b>Term of Office</b></li> <li>• <b>Clerk</b></li> <li>• <b>Non-voting members</b></li> <li>• <b>Meeting attendees</b></li> </ul>	3.1 The Trust Board shall comprise 8 to 12 Trustees. <ul style="list-style-type: none"> <li>3.1.1 The Members shall appoint no fewer than 6 Trustees</li> <li>3.1.2 The Diocese of Birmingham Educational Trust shall appoint no fewer than 2 Trustees</li> <li>3.1.3 The total number of Trustees who are employees of the Company shall not exceed one third of the total number of Trustees.</li> </ul> 3.2 The Trust Board’s current members are set out in Schedule 2. 3.3 The Chair and Vice Chair shall be elected each September, unless a vacancy arises before that date, from among the members of the Trust Board. <ul style="list-style-type: none"> <li>3.3.1 A person shall be ineligible for appointment to Chair of the Trust Board if the relevant individual does not pass the ESFA Academy Trust Chair suitability check.</li> </ul> 3.4 The term of office for any Trustee shall be four years. 3.5 The Clerk will be the Professional Clerk to the Trust. 3.6 The Trust Board may appoint such non-voting members as it sees fit. These members will serve in an advisory capacity. 3.7 The Trust Board may invite attendance at meetings from persons who are not Directors to assist or advise on a particular matter or range of issues, or where they are reporting to an item on the agenda. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
4.	<b>Remit and responsibilities of the Trust Board</b>	4.1 The Trust Board shall be responsible for the matters set out in Schedule 1.

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	<ul style="list-style-type: none"> <li>• <b>Chair's action</b></li> </ul>	<p>4.2 In the event that an urgent decision has to be taken between meetings, the Chair shall have delegated authority to make any such decision. Any decision taken and reasons for the urgency shall be explained and ratified at the next meeting of the Trust Board. In exceptional circumstances a Special Meeting of the Trust Board may be called.</p>
5.	<p><b>Proceedings of Trust Board meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Meeting frequency</b></li> <li>• <b>Notice of meeting</b></li> <li>• <b>Quorum</b></li> <li>• <b>Declaration of Interests</b></li> <li>• <b>Voting</b></li> <li>• <b>Issue of minutes</b></li> </ul>	<p>5.1 The Board will meet as often as is necessary to fulfil its responsibilities and not less than three times in every school year. Meetings will be called by the Chair of the Trust Board.</p> <p>5.2 The notice of each Trust Board meeting, with the agenda and supporting papers, will be sent by the Clerk to the members of the Board, and any other person attending the meeting, no later than seven days before the meeting.</p> <p>5.3 The quorum for a meeting of the Trust Board shall be any three Trustees, or where greater, one third (rounded up) of the total number of Trustees.</p> <p>5.4 Members and Trustees are required to complete a declaration of interest form on joining the Board and at the start of each academic year.</p> <p>5.5 Each Member or Trustee, if present at a meeting of the Board, must disclose their interest, withdraw from the meeting and not vote on a matter if:</p> <p>5.5.1 there may be a conflict between their interests and the interests of the Trust;</p> <p>5.5.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or</p> <p>5.5.3 they have a personal interest; e.g. where they and/or a close relative will be directly affected by the decision of the Board in relation to that matter.</p> <p>5.6 Every matter to be decided at a meeting of the Trust Board must be determined by a majority of the members present.</p> <p>5.7 Each Trust Board member present in person shall be entitled to one vote.</p> <p>5.8 Where there is an equal division of votes the Chair shall have a casting vote.</p> <p>5.9 A register of attendance shall be kept for each Trust Board meeting and published annually on the school website.</p> <p>5.10 Within 28 days of each Trust Board meeting the Board will:</p> <p>5.10.1 produce draft minutes of to be approved at the next meeting</p>
6.	<p><b>Disqualification and removal of Directors</b></p>	<p>6.1 A person shall be ineligible for appointment to the Trust Board and, if already appointed, shall immediately cease to be a Board member if the relevant individual:</p> <p>6.1.1 is or becomes disqualified from holding office under the Articles;</p> <p>6.1.2 is or becomes disqualified from holding office as a governor of a school;</p> <p>6.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;</p> <p>6.1.4 is barred from any regulated activity relating to children;</p>

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		<p>6.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;</p> <p>6.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);</p> <p>6.1.7 has been fined for causing a nuisance or disturbance on school premises during the 5 years prior to or since appointment or election as a Director;</p> <p>6.1.8 refuses an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;</p> <p>6.1.9 commits a serious breach of the code of conduct or any standing order or protocol implemented by the Directors;</p> <p>6.1.10 is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his/her office be vacated;</p> <p>6.1.11 resigns his/her office by notice in writing to the Chair;</p> <p>6.1.12 their term of office expires and they are not re-appointed.</p> <p>6.2 A Director shall cease to hold office if they resign their office by notice to the Academy Trust (but only if at least four Directors will remain in office when the notice of resignation is to take effect).</p> <p>6.3 A Director shall cease to hold office if he is removed by the person or persons who appointed him.</p> <p>6.4 Co-opted Directors may be removed by resolution of the Directors provided that no Co-opted Director may vote on the removal of another Co-opted director.</p> <p>6.5 Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk.</p>
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## Terms of Reference of the Trust Board

### SCHEDULE 1

#### **Remit of the Trust Board**

##### **Core Responsibilities**

- Agree a long-term strategy, vision and mission for the Trust, and communicate this to stakeholders.
- Establish and monitor a strategic risk register and critical incident and disaster recovery procedure.
- Agree an estates strategy management plan.
- Develop a marketing and communications plan to promote the school and the Trust as the destination of choice for local parents, and to increase income.
- To review relevance of stated risks annually and the adequacy of management in respect of each defined high risk and reassure itself that delegated responsibilities are carried out effectively.

##### **Governance**

- To ensure a governance structure that establishes sufficient yet balanced oversight of leadership.
- To hold the Chief Executive Officer (CEO) and each Principal to account for the performance of the Trust and individual schools and ensure they access appropriate continuous professional development.
- Establish and maintain a register of business interests for the Board.
- Confirm the appointment of contractors/let tenders.
- To review annually and consider the establishment, terms of reference and membership of committees and their effectiveness.
- Appoint and remove auditors, lawyers and other professional contracted to support the Board.
- Approve the co-option, appointment and removal of persons and Chairs to the LGBs.
- Elect (or remove) the Chair and Vice-Chair of the Board annually.
- Approve the Scheme of Delegation of powers and responsibilities.

##### **Finance**

- To determine levels of expenditure and authorisations within the Trust and at each constituent school, including approving the annual budget, allocating finance to individual schools, using the funding formula allocations as a guide but being sensitive to individual school circumstances. Approve the annual report, returns and accounts.
- Ensure all insurances are in place.

##### **People and Leadership**

- Approve the terms and conditions of employment.
- Co-ordinate and participate in appointments of executive staff and Principals.
- Review the effectiveness of management structures.
- Workforce remodelling and ensuring cross-school collaborations for efficiency and effectiveness.

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### SCHEDULE 2

#### **Membership of the Tudor Grange Academies Trust Board**

The Members of the Trust shall be:

- Dr William Peter Rock (Member and Trustee)
- Professor John Michael Winterbottom (Member and Trustee)
- Mrs Sarah Smith
- Mr Robert Cooper
- Cllr Mrs Kate Wild

The Trustees of the Trust Board shall be:

- Dr William Peter Rock
- Professor John Michael Winterbottom
- Mr William George
- Mr Graham Pearce
- Mr Ron Edwards
- Mrs Jennifer Bexon-Smith
- Mr Peter Slough
- Mrs Jane Potter
- Mrs Lucy Campbell
- Mr Neil Rollason

In attendance

Executive team:

- Mrs Claire Maclean - CEO
- Mr Chris Key – CFO
- Mr Steve Groutage- COO

The Clerk to the Trust Board

Mrs Dot Green