

# Finham Park Multi-Academy Trust (the Trust)

## Terms of Reference

### Board of Directors - Updated for submission to the Board (September 2017)

#### 1 Constitution

- 1.1 The Trust Members of Finham Park Multi-Academy Trust hereby resolve to establish a Board of Directors (the Trust Board).

#### 2 Membership

- 2.1 The Trust Board shall have six Directors. The membership will be as follows:

Governance level	Representation	Appointed by...
Trust Board (6)	Trust Member Appointee x3	Trust Members
	Executive Headteacher	Trust Members
	Trust Member x2	Trust Members
Observer	Secondary Headteacher	Trust Members
Observer	Secondary Headteacher	
Observer	Primary Headteacher	
Observer	Primary Headteacher	

- 2.2 The Trust Board's current Directors are:

Name	MAT role	Skills
Mr Peter Burns MBE	Trust Member/Director	Business/Voluntary
Mrs Fanny Anderson	Trust Member/Director	Finance
Mr Mark Bailie	Executive Headteacher/Director	Education/Leadership Finham Park School
Professor Des Hewitt	Director (Primary)	Educational leadership / research / primary expertise
Mrs Pauline Parkes	Director	SEND & Safeguarding
Mr John Blundell	Director	Local Authority/Politics/Education

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- 2.3 Subject to paragraph 2.4, the Multi Academy Trust Members shall at the first meeting of each academic year elect a Trust Member to act as Chair of the Trust Board (the Chair). The Trust Members will elect a temporary replacement from among the Trust Members present at the meeting in the absence of the Chair.
- 2.4 No person may act as Chair under paragraph 2.3 unless they are also a Trust Member of the MAT.
- 2.5 The Executive Headteacher shall ensure that a clerk is provided to take minutes at meetings of the Trust Board.
- 2.6 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. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

### **3 Remit and responsibilities of the Trust Board**

- 3.1 The Trust Board shall be responsible for the matters set out in the Schedule.

### **4 Proceedings of Trust Board meetings**

- 4.1 The Trust Board will meet as often as is necessary to fulfil its responsibilities but at least three times a year.
- 4.2 Any two Directors can request that the Chair convene a meeting by giving no less than [14 days] prior notice.
- 4.3 The quorum for the transaction of the business of the Trust Board shall be at least four Directors
- 4.4 Every matter to be decided at a meeting of the Trust Board must be determined by a majority of the votes of the members present and voting on the matter.
- 4.5 Each Director present in person shall be entitled to one vote.
- 4.6 Where there is an equal division of votes the Chair shall have a casting vote.
- 4.7 A register of attendance shall be kept for each Board meeting and published annually.

### **5 Authority**

- 5.1 The Trust Board is authorised by the MAT Trust Members to:

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- 5.1.1 carry out any activity authorised by these terms of reference; and
- 5.1.2 seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made.

## **6 Reporting Procedures**

- 6.1 Within 14 days of each meeting the Trust Board will:
  - 6.1.1 Prepare and agree minutes of its meetings
- 6.2 The Trust Board minutes can be agreed by Board Directors by email.
- 6.3 The Trust Board minutes will be sent to the Trust within 21 days following each Trust Board meeting.
- 6.4 The Trust Board shall arrange for the production and delivery of such other reports or updates as requested by the Trust from time to time.
- 6.5 The Trust Board shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust.

## **Schedule**

### **Responsibilities of the Trust Board**

#### **Vision and Accountability**

- Setting out the vision for the Trust and its application at both Trust and Academy levels
- Determination of corporate strategy and planning
- Compliance with all legislation, charity and company law
- Overview of financial management for all Academies and ensuring compliance with the Academies Financial Handbook
- Reports to the Academy Trust Members.
- Sets the terms of reference for the Local Governing Bodies (LGBs).
- Appoints Chairs to LGBs
- Compliance with Articles & Funding Agreements
- Determining the Admissions policy and arrangements for each academy (in accordance with the law and DfE codes of practice)
- Setting HR policies and procedures (as legal employer of all staff), developing appropriate terms and conditions of service with each academy, including the performance management policy and pay policy

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- Setting other Trust wide policies such as health & safety, CRB etc.
- Has the power to overrule decisions made by its sub-committees and the three LGBs
- Oversight of PR to promote activities of the Trust and academies in the wider community

#### **Standards**

- Oversight of standards and outcomes across the Trust
- Annual target setting for the Trust in general and for individual academies
- Regular reviews of performance across the Trust
- Support and intervention strategies for individual academies
- Oversight of key performance data on a Trust and individual academy basis
- Power to withdraw delegated powers from a LGB and, if necessary, disband it

#### **Appointments and training**

- Ensuring processes in place for the appointment of Trust Board Directors and Governors of LGBs
- Appointing Headteachers (in consultation with the LGB), the clerk to the LGB and the Responsible Officer
- Responsibility for the performance management of the Executive Headteacher and the Headteachers in consultation with the LGB)
- Appointment and oversight of any cross academy staff
- Training and evaluating the Trustees & Governors

#### **Example of core agenda for a Trust Board meeting**

- Progress toward Academy Improvement Plan targets of each Academy
- *Report on performance from individual schools received via Standards Committee*
- Reports from Committees
- Reports from any *additional* committees set up by the Board
- Policies to be reviewed

#### **Trust Board Committees:**

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##### **Finance & Resource Committee - Please refer to Terms of Reference**

###### **Role:**

- To oversee the finances of the Trust and the academies
- To monitor compliance with the Academies Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.
- To receive reports from the relevant [Principal/Headteacher] on the management of assets including premises and their security.
- To ensure efficient and effective management of the Trust's property & grounds portfolio

##### **Audit Committee - Please refer to Terms of Reference**

**Role:** To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Trust Board.

##### **Pay, Appraisal & Personnel Committee - Please refer to Terms of Reference**

###### **Role:**

- To prepare and submit recommendations for the adoption by the Trust Board of Appraisal and Pay Policies for the Academies
- To moderate pay decisions across the Trust's Academies.
- To receive reports and make recommendations to the Trust Board on all aspects of matters relating to staff at the Academies.

##### **Standards Committee - Please refer to Terms of Reference**

**Role:** To ensure that educational outcomes in all the Trust's Academies are of the highest quality by reviewing the effectiveness of governance, leadership & management activity in each Academy.

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##### **Local Governing Body (LGB) - Please refer to Terms of Reference for individual Academy LGB**

The powers delegated to each governing body will depend on the circumstances of each school. The aim is to enable each academy judged by OFSTED to be good or better to have a high level of autonomy whilst an academy judged to be less than good to receive only a limited amount of delegation from the Trust Board. Limited delegation means that all decisions in identified areas will have to be ratified by the Trust Board.

**Role:** Day to day running of the academy, carrying the Trust's vision, policies and priorities forward, holding academy leadership to account

##### **Managing Conflicts of Interest**

This will be covered by a policy document. Directors or governors will be expected to declare any conflict of interest before an agenda item is discussed and withdraw from the meeting for that item.

The trust will appoint its own clerk to work across all of the meetings and ensure a consistent approach to the organisation; agenda setting; conduct and recording of meeting business.