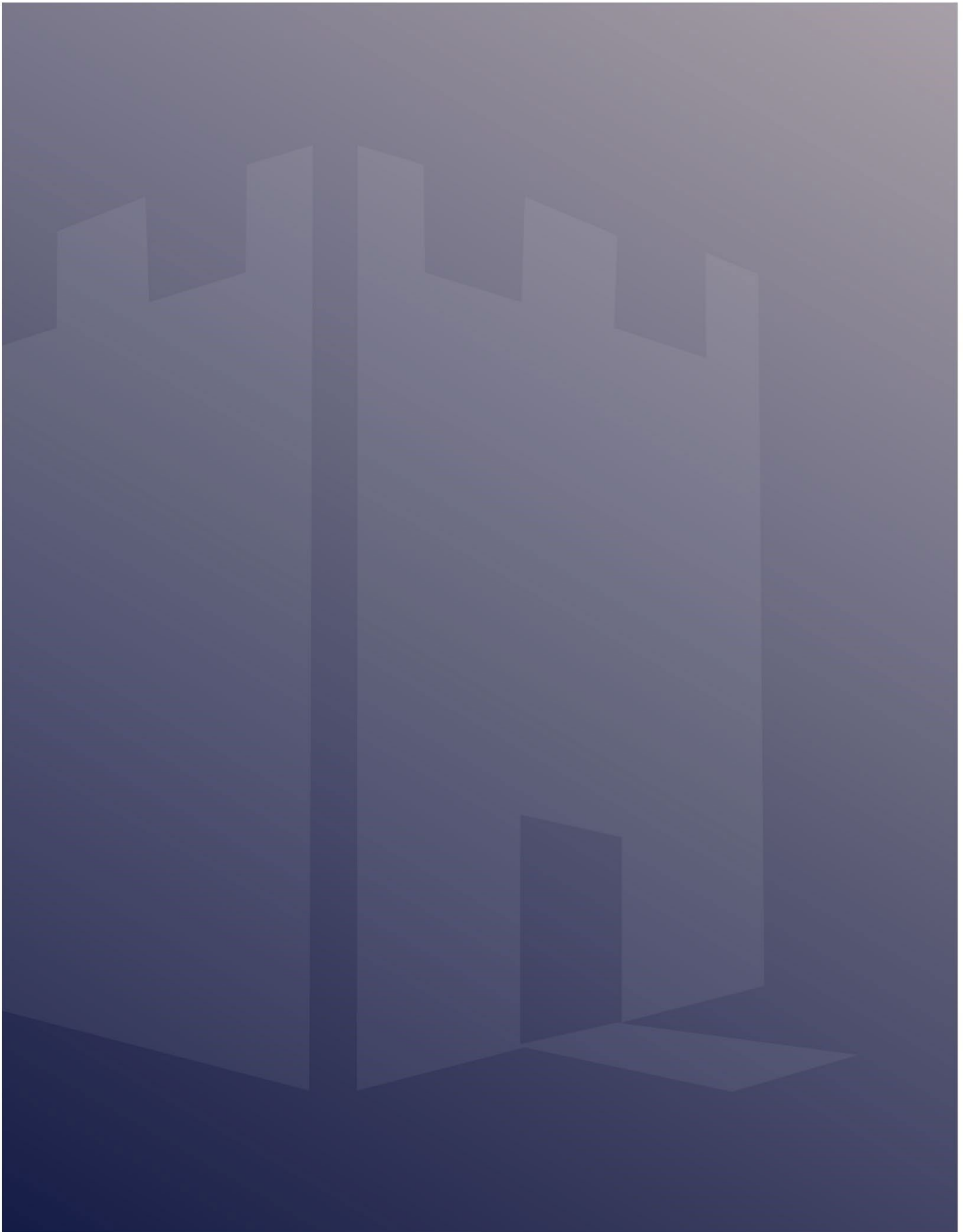




PONTEFRACT
ACADEMIES TRUST

Trust Board Terms of Reference



Summary:

This policy defines and promotes the vision and values of the Trust in accordance with the objects of the Articles of Association. It ensures the vision and values of the Trust are carried out in compliance with all relevant legislation and the responsibilities conferred through the funding agreement with the Secretary of State.

| | | | |
|---|---|-------------------------------------|---------------------------------------|
| Author | Head of Governance | | |
| Applies to: (please check as appropriate) | Staff <input type="checkbox"/> | Pupil <input type="checkbox"/> | Community <input type="checkbox"/> |
| Ratifying Committee(s): | Trust Board | | |
| Available on: | Compliance Library <input checked="" type="checkbox"/> | Website <input type="checkbox"/> | |
| Date of Approval: | 21/10/2024 | | |
| Date of Next Formal Review: (ensure this is aligned to committee meeting dates) | 20/10/2025 | | |
| Review Period: | Annually | | |
| Status: | Non-contractual | | |
| Owner: | Pontefract Academies Trust | | |
| Version: | 2.1 | | |

Document Control

| Date | Version | Action | Amendments |
|-------------|----------------|---------------|---|
| Sept 2021 | 01 | Review | None |
| Oct 2022 | 01 | Review | None |
| Oct 2023 | 02 | Review | Restructured to be consistent format for all TORs. |
| Oct 2024 | 2.1 | Review | <ul style="list-style-type: none">- Introduction added, citing purpose in line with ATH 2024.- Inclusion of Reserves Policy.- Chair election process added. |

Contents

1. Purpose4

2. Composition4

3. Appointment of Chair and Vice Chair and their term of office.....5

4. Meetings5

5. Authority6

6. Duties6

1. Introduction

Pontefract Academies Trust (the “Trust”) recognises its responsibilities to comply with its Memorandum of Association, Articles of Association and Funding Agreement. ‘The Academy Trust Handbook’ published by the Education and Skills Funding Agency and updated annually, articulates these responsibilities and acts as a compliance manual for the Trust.

The Academy Trust Handbook 2024 in paragraph 1.10 states that:

The academy trust is the legal entity with the board having collective accountability and responsibility for the academy trust and assuring itself that there is compliance with regulatory, contractual and statutory requirements.

The academy trust board provides:

- Strategic leadership of the academy trust – the board defines the trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the trust’s culture and sets and champions the trust strategy including determining what, if any, governance functions are delegated to the local tier
- Accountability and assurance – the board has robust effective oversight of the operations and performance of the academy trust, including the provision of education, pupil welfare, overseeing and ensuring appropriate use of funding and effective financial performance and keeping their estate safe and well maintained
- Engagement – the board has strategic oversight of relationships with stakeholders. The board involves parents, schools and communities so that decision making is supported by meaningful engagement.

2. Purpose

To define and promote the vision and values of the Trust in accordance with the charitable objects of the Articles of Association.

To ensure the vision and values of the Trust are carried out in compliance with all relevant legislation and the responsibilities conferred through the funding agreement with the Secretary of State.

3. Composition

The Trust Board shall be made up of Trustees (Directors) of not less than 3 and up to 12 in number, who shall be appointed to the Trust Board by the Members of Pontefract Academies Trust.

The total number of Trustees (Directors) including the Chief Executive Officer, who are employees of the Trust shall not exceed one third of the total number of Directors.

The Chief Executive Officer shall be a Trustee (Director) for as long as they remain in the role.

The term of office for any Trustee (Director) shall be four years, except for the CEO whose term of office will be the entire length of their employment in that role.

4. Appointment of Chair and Vice Chair and their term of office

At the first meeting of the Trust each Trust year, the Directors shall appoint a Chair and Vice Chair from among their number, via the below process:

- Clerk to invite nominations/self-nominations for the Chair and Vice Chair roles via email, allowing 7 days for responses.
- Clerk to email the current Chair/Vice Chair to confirm they wish to continue in their current positions.
- Clerk to confirm the outcome of the above to Trustees, requesting that the nominations are seconded and that any objections should be forwarded to the Clerk via email, within 7 days.
- If one nomination for each role is received and is seconded, Trustees will ratify the appointment(s) via a show of hands at the Trust Board meeting, at which point nominees will be asked to leave the room.
- If multiple nominations are received, or there are objections to nominations, Trustees will arrange a meeting to seek to reach consensus on the best way forward. The Chair will decide if this meeting should be clerked. The Chair will revert to the Clerk with a proposed way forward.
- If no nominations are received, the Trust Board will consider the re-election of the previous Chair and Vice Chair at the next meeting.
- If there is a requirement for a vote to settle the outcome in the event of multiple nominations, Trustees will elect a Chair/Vice Chair at the Trust Board meeting via a secret ballot process run by the Clerk.

The Chair and Vice Chair shall hold office for one year.

At the end of the term of office the Chair and Vice Chair shall be eligible for re- appointment.

If the Chair and Vice Chair are absent from any meeting of the Trust Board, the Directors shall choose one of their number to act as Chair for that meeting.

5. Meetings

To meet at least three times a year however, the Chair may convene additional meetings as they deem necessary. The Chief Executive Officer or the Chair of the Trust Board may, in exceptional circumstances, ask the Board to meet to consider any matter of relevant business.

Quorum shall be any three Trustees (Directors) or, where greater, any one third of the total number of Trustees (Directors) currently holding office.

The Trust Board has the authority to invite such persons to attend meetings as may be desirable and necessary.

The Lead Governance Officer/Company Secretary shall be the Clerk to the Trust Board.

The following will typically attend Trust Board meetings but will have no voting rights:

- Executive Director(s)
- Others, including other members of the Trust's central team and Headteachers, may be invited to attend committee meetings to address specific issues, or for developmental purposes.

6. Authority

The Directors have the power to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects.

To enter into contracts on behalf of the Trust.

Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

The Directors may appoint separate committees to be known as School Performance Review Boards (SPRBs) for each school; and may establish any other committees.

7. Duties

The duties of the Trust Board shall be:

- To act with the 'utmost good faith'.
- To promote the success of the Trust.
- To exercise independent judgement.
- To exercise reasonable care, skill and diligence.
- To avoid conflicts of interest.
- To declare an interest in any proposed transaction or arrangement.
- To review the Trust Board's membership and effectiveness on an annual basis to ensure that it has appropriate skills and relevant experience.

- To ensure that the annual report and accounts of the Trust are prepared in accordance with the relevant Statement of Recommended Practice and parts 15 and 16 of the Companies Act 2006 and shall file these with the EFA by 31 December each year and publish on the Trust website by 31 January each year.
- To ensure the Directors comply with their obligations under Part 24 of the Charities Act 2006 with regard to the preparation of an annual return to the Register of companies and with the EFA by 31 December each year.
- Appoint the Chief Executive Officer and hold them to account for the performance of the Trust.
- Appoint the Chief Financial Officer in conjunction with the Chief Executive Officer.
- Appoint a Governance Professional who is someone other than a member of the Trust Board.
- Approve policy and strategic plans including target setting for the sound management and administration of the Trust.
- Approve the allocation of the Trust's financial, human and other resources where this constitutes activities other than business as usual.
- Agreeing a development (improvement) plan.
- Produce, review and maintain the Scheme of Delegation for the management of the Trust.
- Ensure compliance with legal requirements.
- Ensure sound management of the Trust's finances and resources.
- Set the Trust's ethos and values.
- Establish, review and maintain a transparent system of prudent and effective internal controls.
- Be accountable to parents/carers and other stakeholders for the performance of the Trust.
- Appoint the Trust's external auditors and approve arrangements for independent checks of internal controls.

The Trust Board shall approve the following Trust policies/documents in line with the Scheme of Delegation:

- Audit and Risk Committee Terms of Reference
- Education and Standards Committee Terms of Reference

- Finance and Resource Committee Terms of Reference
- SPRB Terms of Reference
- Trust Board Terms of Reference
- Financial Regulations and Scheme of Financial Delegation
- Governance Policy
- Governance Code of Conduct
- Scheme of Delegation
- Reserves Policy
- Investment Strategy
- Health & Safety Policy