

GREAT HEIGHTS ACADEMY TRUST
BOARD OF TRUSTEES
TERMS OF REFERENCE, AUTUMN 2024 UPDATE v2

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| Title: | Board of Trustees |
| Purpose: | <p>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;</p> <p>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;</p> <p>To champion the vision, ethos and strategy of the Trust;</p> <p>To ensure compliance with directives.</p> |
| Membership: | <p>The membership shall include the MAT CEO, plus up to nine others Trustees.</p> <p>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.</p> |
| Quorum: | <p>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 4 in attendance.</p> |
| Meetings: | <p>The Board of Trustees shall meet regularly and as required; subject to holding at least three meetings in every school year (Academy Articles of Association, 2017).</p> |
| Responsibilities: | <p>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 Academy trust governance guide and the Academy trust handbook, as updated periodically). The Board of Trustees manages the business and exercises all the powers of the Academy Trust.</p> <p>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.</p> <p>Trustees must:</p> <ol style="list-style-type: none">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 and set the committee structure, quorum arrangements, terms of reference, duties and level of delegation for each committee.3. Comply with the Schedule of requirements in the Academy trust handbook: 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 Committee/LGB meetings.6. Publish the scheme of delegation on the MAT's website. <p>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.</p> |

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) **Academy trust governance guide;**
 - (ESFA) **Academy trust handbook;**
 - (DfE) **Academy trust governance: structures and role descriptors;**
 - (DfE) **Commissioning High-Quality Trusts / Trust Quality Descriptions;**
 - (ESFA) **Academies Planning Calendar;**
 - (DfE) **Schools: Statutory Guidance (also Academy trusts: governance)**
- (for further reading, links & definitions, see Academy trust handbook: Part 8)**

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 Committee, including Audit Committee responsibilities (and Risk)**
- **Estates Management Committee**
- **School Improvement Committee**
- **Workforce**
- **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 at least two 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 Autumn 2024

Signed by the Trust Chair:

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

THE GOVERNANCE STRUCTURE (SCHEME OF DELEGATION) ORIGINATES IN NGA'S STANDARD MODELS 'SCHEMES OF DELEGATION. GUIDANCE FOR ACADEMY TRUSTS, NOVEMBER 2020' - AS UPDATED AND AMENDED BY GHAT'S BOARD OF TRUSTEES, 13.07.20, 14.02.22, 06.02.23, 16.05.23 & 15.07.24.

The Board must ensure good financial management and compliance with the Funding Agreement, Academy trust handbook & Academy trust governance guide; receiving and considering information on financial performance, satisfying the expectation to hold regular and effective meetings and 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)

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| 1.01 | <p>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></p> |
| 1.02 | <p>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 & to the publication of relevant Member, Trustee and Local Governor information <i>DfE; Academy trust governance guide: this was released in March 2024 and replaced the Governance handbook and the Competency framework for Governance. No new requirements have been placed on Trust Boards so the key duties and responsibilities remain (see below). The main role of the guide is to:</i></p> <ul style="list-style-type: none"> - Summarise and clarify the Board's role in relation to legislative and contractual requirements - Provide a clear and concise statement of governance best practice in trusts |
| 1.03 | <p>Agree a school vision, ethos and strategic direction which promotes British Values and supports leaders in making informed decisions about curriculum development</p> |
| 1.04 | <p>Approve a written scheme of delegation of financial powers that maintains robust internal controls</p> |
| 1.05 | <p>Ensure the board of trustees holds regular and effective meetings and conducts business only when quorate</p> |
| 1.06 | <p>Appoint a governance professional (clerk) to the board of trustees <i>(who is not a trustee, principal or the chief executive).</i></p> |
| 1.07 | <p>Appoint in writing a senior executive leader (chief executive) who may be appointed as a trustee</p> |
| 1.08 | <p>Appoint in writing a named individual as its accounting officer <i>(who should be the senior executive leader employed by the trust)</i></p> |
| 1.09 | <p>Appoint a chief financial officer, who is the finance director, business manager or equivalent, to lead an appropriately qualified and/or experienced finance department</p> |
| 1.10 | <p>Establish a Finance Committee of suitably experienced Trustees – with Terms of Reference reviewed at least annually, to provide oversight of financial transactions, to align to the requirements of the Trust Quality Descriptions and to deliver internal scrutiny; more specifically to:</p> <ul style="list-style-type: none"> • guide and assist the Trust Board, Local Governing Bodies and Principals in all matters relating to budgeting and financial management; ensuring that environmental and sustainability considerations run throughout all decision-making. • provide information to the Trust Board concerning finance issues, ensuring appropriate planning, monitoring, value for money, probity, risk management and internal control and to fulfil audit & risk responsibilities; all as detailed in the Academy trust handbook <p>NB: Health & safety and Premises issues are within the remit of the Estates Management Committee [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> |

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| 1.11 | <p>Approve and minute the approval of a balanced budget</p> <p>Meet key dates for ESFA activities relating to financial returns, academy funding and compliance with funding agreements; approve a three-year budget forecast return (by August) and budget forecast outturn (May). The balanced budget requirement applies to the Trust 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</i> <i>(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.</p> <p>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 the 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 Committee of suitably experienced Trustees to oversee Standards (School Improvement Committee) – 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; • ensure that decisions and recommendations are informed by the DfE's Trust Quality Descriptions; • refer major issues to the Trust Board for ratification. <p>[NB: responsibility for maintaining, updating and implementing a Pay Policy now lies with the Workforce Committee]</p> |
| 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> |

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| 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, as part of a consistent Trust-wide local governance strategy.</p> <p>The functions of each LGB include:</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 |
| 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, cyber-crime and online safety. 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. • Ensuring appropriate filtering and monitoring on school devices and networks. |
| 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. |
| 2.05 | Subject to the Trust's Articles, Trustees may regulate their Board and committee meetings as they think fit. Any Trustee can participate in meetings virtually and will be deemed to be present in person, counted in a quorum and entitled to vote. |

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| | <p>SUMMARY</p> <p>The duties, responsibilities and accountabilities detailed in sections 1 and 2 above are mainly about ensuring compliance, which is essential, and they should be read in conjunction with the Trust’s Articles of Association. However, the following summary of key duties should ensure that GHAT’s Vision and Values remain central to the Trust Board’s work.</p> <p><i>Legal, regulatory and financial requirements are also summarised in the SGOSS / Browne Jacobson document ‘Roles and Responsibilities of Academy Governors’ (September 2012).</i></p> |
| 3.0 | <p>Setting the strategic direction</p> <ul style="list-style-type: none"> • Ensure that GHAT’s vision and values underpin the way the Trust works and the relationships within the Trust • Determine the educational character, ethos and mission of the Trust |
| 3.01 | <p>Ensuring high standards of achievement and improved performance</p> <ul style="list-style-type: none"> • Provide effective support and challenge for all academies in the Trust in order to maximise the outcomes of all its pupils • Receive and review regular reports at Trust Board meetings on targets and projected outcomes |
| 3.02 | <p>Ensuring strong and robust governance</p> <ul style="list-style-type: none"> • Ensure compliance with the Trust’s legal duties • Establish effective risk management processes and monitor their implementation • Ensure effective consultation and communication with all constituent parts of the Trust • Provide effective support and challenge for all Trust committees – LGBs and designations • Review the effectiveness of the Trust Board regularly |
| 3.03 | <p>Ensuring sound financial practices</p> <ul style="list-style-type: none"> • Approve the Trust’s annual budget and keep it under review • Agree the scheme of financial delegation to Trust academies • Receive the annual report from the Trust auditors and address any recommendations |
| 3.04 | <p>Ensuring good employment practices</p> <ul style="list-style-type: none"> • Receive regular reports on staff workload and staff well-being • Ensure that recommendations from the analyses of staff, parent and pupil questionnaires are addressed effectively |
| 3.05 | <p>Ensuring safeguarding is effective</p> <ul style="list-style-type: none"> • Approve the Trust’s safeguarding policy and keep it under regular review • Receive regular reports on safeguarding practices from Trust academies and designations |
| 3.06 | <p>Aspiring to be a High-Quality Trust</p> <ul style="list-style-type: none"> • Ensure the education provided in Trust academies is High-Quality and Inclusive • Ensure the Trust has the capacity to improve its schools • Ensure the Trust’s operating model is resilient and sustainable <p>(Workforce, Finance & Operations, and Governance & Leadership)</p> |