Terms of Reference

Trust Board

Approved by Trust Board (date)	**Spetember 2026**
Version Number	**V4**

Table of revision	
May 24	Governance Handbook replaced with Governance Guide
	1.6 added 'and in accordance with company law and charity law and the contractual obligations contained in the funding agreements.'
	1.7 Added: 'For the avoidance of doubt, where a power is not expressly delegated to the CEO, LAC or Headteacher of the academy it will be deemed to have been retained by the Trust regardless of whether it is specified in the scheme of delegation'
	At 2: amended heading to read 'Financial and Risk management' instead of just Risk Management
	2.1 Academies financial handbook changed to Academy Trust Handbook
	2.2 Added 'in collaboration with the FAR committee'.
	2.3 Removed 'with named individuals assigned to manage each area.'
	2.5 added 'The Trust Board will determine the Trust approach towards the exercising of pay discretions.'
	5.1 removed: 'and the Executive Team at Head Office.'
	6.5 added 'The Trust Board delegates governance responsibilities at the local level to local academy committees and will review the effectiveness of the LACs through external or internal review.'

	7.2 added …'an annual…'
	7.3 added 'in order to carry out its functions, seek any information it requires from any employee, through the Chief Executive and all employees are directed to cooperate with any request made by the committee.'
	Reports received and working documents added – this list is not exhaustive
	Links to: added Local academy committees
	In attendance: removed 'by invitation'
June 2025	Removed references to ESFA
	Amended CFO to CFOO
	4.7 added '…unless otherwise agreed by the board'
	5.1 added 'This may include a 'strategy/whole trust day'
	5.6 Replaced 'GovernorHub' with 'Microsoft Teams'
July 2026	Rewrite of Terms of Reference to ensure that they cover the relevant areas and are strategic
August 2026	Minor revisions to reflect updated Academy Trust Handbook (revisions in yellow)

The overall purpose of the Trust Board is:

- **to set the strategic direction, ethos and vision of the Trust;**
- **to hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff; and**
- **to oversee the financial performance of the Trust and make sure its money is well spent.**

Note: These terms of reference must be read and applied alongside the Articles of Association, all Funding Agreements, the DfE Governance Guide for academies, The Academy Trust Handbook and any regulations or legislation issued by the government. If there is a conflict then the Articles, Funding Agreement, DfE Governance Guide, ATH or legislation will take precedence.

Terms of Reference

1. Purpose

1.1 The Board of Trustees is the accountable body for the academy trust. It is responsible for the strategic direction, educational performance, financial health, and overall governance of the trust. The Board ensures that the trust complies with its charitable objectives, funding agreement, and statutory obligations. It may delegate some of its functions to its committees.

2. Legal Status

2.1 The Board operates in accordance with:

- The Trust's Articles of Association
- The Academy Trust Handbook (latest edition)
- The Academy Trust Governance Guide and associated DfE guidance
- Charity and company law
- Scheme of Delegation

3. Membership

3.1 As defined in the Articles of Association.

3.2 Trustees are appointed based on skills, experience, and commitment to the trust's vision and values.

3.3 The Board appoints the Chair and Vice-Chair annually.

3.4 The CEO is an ex-officio trustee.

4. Meetings

4.1 The Board meets at least three times per academic year.

4.2 Additional meetings may be convened as required.

4.3 Quorum will be three trustees or one-third of the total number, whichever is greater.

5. Responsibilities

5.1 Strategic Leadership

- Set and review the trust's vision, values, and strategic priorities.
- Approve the trust's strategic plan and monitor progress.
- Ensure alignment between educational, financial, and operational strategies.

5.2 Educational Performance

- Hold executive leaders to account for the educational performance of all academies.
- Monitor pupil outcomes, curriculum quality, inclusion, and safeguarding.
- Ensure the trust meets its obligations under the Public Sector Equality Duty and delivers on its Equality Objectives.
- Ensure the Trust meets the legal duties to cooperate with local authorities and other agencies.

5.3 Financial Oversight

- Ensure the trust remains financially sustainable and compliant with the Academy Trust Handbook.
- Receive and review the management accounts on a regular basis (including monthly for the Chair).
- Approve the annual budget and monitor financial performance.
- Oversee the work of the Audit and Risk Committee and ensure effective internal control and risk management.
- Oversee procurement and ensure that it is in alignment with the requirements of the Academy Trust Handbook.

5.4 Governance and Compliance

- Ensure effective governance structures are in place across the trust.
- Approve the scheme of delegation and committee and LAC terms of reference.
- Ensure compliance with legal and regulatory requirements, including data protection, health and safety, and safeguarding.
- Receive a termly report from the governance professional on trust-wide governance matters.

5.5. People and Leadership

- Appoint and appraise the CEO and hold them accountable for trust-wide performance.

- Receive a termly report from the CEO on trust-wide performance.
- Approve the trust's approach to executive pay, based on recommendations from the People and Pay Committee.
- Ensure effective succession planning and leadership development, including for board members.
- Ensure that trustees, particularly those on the Audit and Risk Committee, undertake appropriate financial training to ensure that there is sufficient and effective financial knowledge and expertise to hold executive leaders to account.

5.6. **Risk and Assurance**

- Maintain oversight of the trust's risk register and ensure appropriate mitigation strategies are in place, including in relation to health and safety, safeguarding, data protection, AI and cyber security.
- Receive reports from the Audit and Risk Committee and ensure recommendations are acted upon.
- Ensure the trust has appropriate insurance and contingency arrangements.

5.7. **Stakeholder Engagement**

- Ensure effective communication with parents, pupils, staff, and the wider community.
- Promote the trust's reputation and values.
- Ensure the trust is responsive to stakeholder feedback and concerns.

6. Delegation

6.1 The Board may delegate functions to committees, the CEO, or local academy committees, as set out in the Scheme of Delegation.

6.2 The Board retains ultimate accountability for all decisions.

7. Reporting and Evaluation

7.1 Approve the trust's annual report and financial statements.

7.2 Submit statutory returns to the DfE and Companies House.

7.3 Conduct regular self-evaluation of board effectiveness and commission external reviews as appropriate.

8. Review

8.1 These Terms of Reference will be reviewed annually and approved by the Board.

9. The Trust Board may:

9.1 Co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience. Such additional members do not count towards a quorum and do not have authority to vote on any matter.

9.2 Procure specialist ad-hoc advice relevant to the work of the Board at the expense of the organisation, subject to an annual budget agreed by the Board.

9.3 In order to carry out its functions, seek any information it requires from any employee, through the Chief Executive and all employees are directed to cooperate with any request made by the committee.

Additional information

Expectations of Trustees

1.1 Trustees will observe the highest standards of impartiality, integrity and objectivity in relation to governance of the Trust.

1.2 Trustees will follow the seven principles of public life, known as the 'Nolan Principles'.

1.3 Trusteeship is a personal role and this cannot be transferred to another individual. Trustees are, however, able to delegate specific tasks in order to assist them in carrying out their specific functions. Delegation can be made to:

- Board committees
- Local Academy Committees
- Any individual Trustee
- Members of the Executive Leadership Team at Central Office (who may in turn delegate to others).

1.4 It is for the Trust Board to determine what decisions it will make for itself and what will be delegated to committees, working parties, individual Trustees and the Executive Leadership Team. Trustees must also consider when and who from, they should take professional advice.

1.5 The Trustees are responsible for the governance and supervision of the MAT and its committees, including the local academy committees (LACs).

1.6 Trustees must carry out their duties in accordance with the charitable objects of the Trust set out in the Articles of Association and in accordance with company law and charity law and the contractual obligations contained in the funding agreements.

1.7 For the avoidance of doubt, where a power is not expressly delegated to the CEO, LAC or Headteacher of the academy it will be deemed to have been retained by the Trust regardless of whether it is specified in the scheme of delegation.

2. Conflicts of interest

2.1 The Companies Act 2006 imposes a statutory duty on Trustees to avoid situations in which they have, or could have, an interest, which conflicts (or could conflict) with the interests of the MAT. In addition, charity law and guidance issued by the Charity Commission confers obligations on Trustees to manage any conflict between a Trustee's duty to the MAT and their own personal interests, or for a Trustee to be influenced by conflicting duties to the MAT and a third party.

2.2 Trustees will declare all existing, and potential, conflicts of interest each academic year. The Head of Governance and Compliance will maintain the Register of Interests on behalf of the Trust Board.

2.3 Trustees must notify the Head of Governance and Compliance of any new conflict of interest that arises during the academic year. The Head of Governance and Compliance will then amend the Register of Interests.

2.4 Trustees must withdraw from any part of a meeting where an item is discussed which is considered to be a conflict of interest. It is the Trust Board that will decide, on a case by case basis, whether a conflict of interest arises, where this is not immediately clear.

2.5 Trustees who have withdrawn from a meeting because of a conflict of interest do not count towards a quorum for that part of the meeting and cannot vote on the item under discussion.

3. Trustee recruitment

3.1 It is essential that the Trust Board has a balanced mix of skills and experience. Trustees must be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

3.2 The Trust Board is responsible for ensuring that the skills of any new Trustee fit with the MAT's requirements in the short, medium and longer term.

3.3 The Trust Board will ensure that new Trustees are not disqualified from office in accordance with the Articles of Association.

3.4 The Trust Board will ensure that there is a system in place to ensure all relevant checks have been carried out as soon as practicable following new Trustee appointments.

3.5 New Trustees will be supported by the Head of Governance and Compliance and experienced members of the Board to ensure they are familiar with the role and understand the nature of the MAT.

3.6 The appointment of a new Trustee must be reported to the DfE, via GIAS, and Companies House within 14 days of the appointment through the Head of Governance and Compliance/CFOO.

3.7 Trustees serve a term of office of four years and are limited to two terms of office unless otherwise agreed by the board.

4. Meetings

4.1 The Trust Board must meet at least three times per year on such dates as are determined by the Trustees. This may include a 'strategy/whole trust day'.

4.2 Any three Trustees may request a meeting in addition to those scheduled by making a request to the Head of Governance and Compliance.

4.3 The agenda and papers for any meeting will be sent out **no later than seven days before the meeting is to be held**. Meetings may be held with shorter notice as long as a quorum is present.

4.4 Subject to Article 114, a meeting may be terminated forthwith where:

The trustees so resolve; or

The number of trustees present ceases to constitute a quorum for a meeting of the trustees in accordance with Article 117, subject to Article 119.

4.5 Meetings may be held in person or via video conferencing such as 'Teams' or 'Zoom'.

4.6 All meetings will be minuted. The draft minutes will be distributed to the Chair of the meeting within seven days of the meeting with the approved final version following to all trustees as soon as available. Final minutes will be stored on Microsoft Teams.

5. Trustees' training and development

5.1 Trustees will be signposted to development and training opportunities by the Head of Governance and Compliance.

5.2 The Head of Governance and Compliance will provide induction training and 1:1 support for new Trustees.

5.3 The Head of Governance and Compliance will keep Trustees abreast of developments in legal, education and regulatory frameworks, advice and guidance. Trustees must also be prepared to conduct their own research and seek appropriate updates and development opportunities.

5.4 Trustees must complete a skills audit on appointment and annually thereafter. The resulting matrix will assist the Board and the Head of Governance and Compliance in identifying training and development requirements.

5.5 The Trust Board delegates governance responsibilities at the local level to local academy committees and will review the effectiveness of the LACs through external or internal review.

Trust Board	
Reports received & working documents	Prior meeting minutes Management Accounts KPIs Risk Register Investment Strategy Annual Report Financial Statement and Audit Report Trust Financial Handbook Academy Trust Handbook Articles of Association Governance Guide Scheme of Delegation This list is not exhaustive
Reports to	Members
Links to	Estates, HR and ICT committee Standard and Performance committee Finance, Audit and Risk committee Pay and Performance committee Members AGM CEO PM panel Local academy committees
Status	Standing (permanent) Board
Frequency of meetings	At least 3x per year (see 5.1)
Minimum required attendance	70%
Chair	Linda Brooks
Vice Chair	Richard Monk
Standing agenda items	Management Accounts Risk Register KPIs Safeguarding matters Committee reports
Minute taker	Head of Governance and Compliance
Quorum	Three Trustees not including the CEO
Committee performance review	Annual Review conducted by Head of Governance and Compliance
Membership	At least 3 Trustees In attendance: CEO CFOO