Board of Trustees

Terms of Reference

These Terms of Reference were approved by the Board of Trustees in:	2 September 2026
Signed by the Chair of Trustees:	
These Terms of Reference will be reviewed by the Trust on an annual basis. Next review date:	September 2027

The 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 *(The Academy Trust Handbook September 2026)*

1. POWERS OF THE BOARD OF TRUSTEES

1.1. The Trustees shall exercise duties and powers as set out in the Trust's Memorandum and Articles of Association and Funding Agreements, in compliance with current, relevant legislation and, in particular:

- Shall advance for public benefit education by establishing, maintaining, managing and developing schools, offering a broad and balanced curriculum, the Object of the Trust (Article 4),
- Shall set out the Trust's vision, ethos, values and principles,
- Shall expend the funds of the Trust, as they see fit, in furtherance of the primary Object as outlined above,
- Shall enter into contracts on behalf of the Trust (Article 94),
- Shall abide by the requirements of and have regard to the guidance contained in the Academy Trust Handbook, including the approval of the annual budget at the appropriate time in each Academy financial year,
- Shall prepare and submit an Annual Account Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and to Companies House. These shall also be published on the Trust website (Articles 129-131*),*
- Shall establish any Committee they deem appropriate (Article 100b) and regulate their proceedings (Articles 101),
- Shall establish Local Governing Committees (Article 100a) as committees of the Trust board and regulate their proceedings (Articles 104),
- Shall appoint the Chief Executive and Headteachers or Heads of School of Academies (Article 107),
- Shall delegate powers and functions to any Trustee, Governor, Committee, CEO or Headteacher as they may agree (Article 105-6).

1.2. The Trustees shall have the right to intervene in the governance of any school where it has serious cause for concern, including;

- The standards of performance of pupils at the School are unacceptably low,
- There has been a serious breakdown in the way the School is governed or managed,
- The safety of pupils or staff is threatened,
- There is concern about possible financial mismanagement or failure to operate within budget.

1.3. The Trustees shall appoint a Trustee, with suitable experience and knowledge, to monitor and report to the Trust Board on the progress of any school causing concern.

1.4. The Articles of Association appear on the Trust website.

1.5. The Master and Supplemental Funding Agreements appear on the Trust website.

2. COMPOSITION OF THE BOARD OF TRUSTEES AND THEIR APPOINTMENT

2.1. The composition of the Board of Trustees is set out in the Articles of Association and, in particular, shall be as follows;

- Up to seven (7) Trustees appointed by the Members (Articles 50),
- No fewer than two (2) Trustees to be appointed by Chelmsford Diocese Educational Trust (CDET) provided their total number does not exceed 25% of the total number of Trustees appointed (Article 50AA),
- The Chief Executive Officer (Article 57),
- Trustees are to be nominated to provide skills and experience relevant and beneficial to the effective governance of the Trust, subject to term 2.1.2, and
- Up to two (2) co-opted Trustees appointed by the Trustees subject to consent of the DBE and in compliance with terms 2.1.1 and 2.1.2 (Article 58).

2.2. The Trust Board of Trustees shall support each School Local Governing Committee to make all necessary arrangements for the election of a minimum of two Parent Governors from parents of registered pupils at each School (Articles 55 and 101A).

3. TERM OF OFFICE FOR TRUSTEES

3.1. The Term of Office for Trustees is four (4) years and there shall be no limit on the terms a Trustee may serve.

3.2. The Chief Executive Officer shall be ex-officio and therefore without limit on Term of Office.

4. MEETINGS OF THE TRUST BOARD

4.1. The Trust Board shall meet as set out in the Articles of Association and, in particular;

- The Trust Board shall meet at least three times in each school year (Article 109),
- The Trust Board shall meet during the date periods as per the Trust Governance Planner,
- The Trustees shall meet specifically to approve the Trust Audited Accounts and Annual Report,
- The Trustees will receive notice of each meeting at least seven (7) clear days before the date of the meeting (Article 111).

4.2. Quorum for a meeting of the Trust Board will be;

- The greater of either three (3) persons or one third (1/3) of all Trustees who at the time of the meeting are entitled to vote (Article 117),

- For decisions set out in Article 119, a number of persons equal to at least two thirds (2/3) of all trustees who at the time of the meeting are entitled to vote.

4.3. Each question to be decided at a meeting of the Trust Board shall be determined by a majority of votes of those Trustees present and eligible to vote on the question. In the event that there are equal votes on the question then the Chair shall have an additional casting vote (Article 120-121).

5. APPOINTMENT OF THE TRUST BOARD CHAIR AND VICE-CHAIR

5.1. The term of office for the Chair and Vice-Chair will be 1 year. They shall be elected at the last meeting of each school year (Article 82) and, in particular;

5.2. The Chair and Vice-Chair will be elected by a secret ballot when contested, conducted by the Governance Professional.

5.3. Trustees, should they wish to make a nomination, shall submit a nomination to the Governance Professional in writing at least fourteen (14) days prior to the meeting at which the election is to take place. A Trustee can nominate him/herself for office and does not need to be present,

5.4. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one candidate, the remaining Trustees will take a vote by secret ballot and the Governance Professional will tally the votes,

5.5. If there are more than three nominees per office, the nominee polling the least votes on each vote shall be eliminated and a further vote will be taken until there are only two (2) candidates remaining. A final vote will then be taken and if there is a tie, the Trustees, with the candidates out of the room, shall discuss the strengths of nominees and take a further vote, again by secret ballot. This process will continue until a candidate receives a majority of votes.

6. **DELEGATION OF POWERS TO COMMITTEES, ADVISORS, GOVERNORS AND CHIEF EXECUTIVE**

6.1. The Trust Board shall agree the delegation of functions to Trust Committees, Local Governing Committees and the Chief Executive at the first meeting of the Trust Board each school year. The Scheme of Delegation appears on the Trust website.

6.2. The Trust Board shall retain the following governance responsibilities;

- To approve the Trust Board Terms of Reference (SoD 1.2),
- To approve the Trust Scheme of Delegation (SoD 1.3),
- To consider and approve further academies joining the Trust (SoD 1.4),
- To establish Trust Committees (SoD 1.5),
- To approve Trust Committee Terms of Reference (SoD 1.6),
- To establish Local Governing Committees (SoD 1.7),
- To approve Local Governing Committee Terms of Reference (SoD 1.8),
- To intervene in the governance of a member school in exceptional circumstances such as those listed in clause 1.2 of these Terms (SoD 1.9) ,
- To elect (and remove) the Chair of the Trust Board (SoD 1.10),
- To approve the appointment of the Chair and/or Vice-Chair of the Local Governing Committee after recommendation by the LGC (SoD 1.11) and to remove the Chairs/Vice-Chairs in exceptional circumstances (SoD 1.12),
- To appoint Trust Governors to each Local Governing Committee, normally on the nomination of that Local Governing Committee (SoD 1.13),

- To remove Governors from Local Governing Committees in exceptional circumstances such as those listed in clause 1.2 of these Terms (SoD 1.14),
- To appoint (and remove) Chair(s) of Trust Committees (SoD 1.15),
- To appoint (and remove) members of Trust Committees (SoD 1.16),
- To appoint (and remove) the Governance Professional and any Clerk to the Local Governing Committees (SoD 1.17-1.18) the latter of which will normally be on the recommendation of the LGC,
- To appoint the Accounting Officer (SoD 1.19),
- To approve the list of statutory, mandatory or required policies including the determination of those that are Trust policies and those that are School policies (SoD 1.20-21),
- To ensure robust whistleblowing procedures are in place and are compliant with the requirements set out in the Academy Trust handbook,
- To approve the calendar of Trust Board and LGC meetings (SoD 1.22),
- To monitor the performance of Local Governing Committees to ensure that they are fulfilling their responsibilities and fully accountable.

6.3. The Trust Board shall retain the following strategic and financial responsibilities:

- To approve the Trust vision, ethos and values (SoD 2.1)
- To approve the Trust Strategic Plan (SoD 2.2)
- To approve Schools' Performance Targets and the Schools' Performance Review (SoD 2.3-4),
- To approve the Schools' Strategic Plans (SoD 2.5),
- To intervene in the management of a school in circumstances listed in term 1.2 of these Terms (SoD 2.6, 5.8 & 6.3)
- To approve HR and personnel policies and employment terms & conditions (SoD 4.1-3),
- To approve the Annual Pay Awards for Teachers and Support Staff (SoD 4.6-7)
- To appoint the CEO and to oversee their performance management (SoD 5.1, 4.9),
- To approve the appointment of each Headteacher and oversee their performance management (SoD 5.5, 4.4 & 4.10),
- To approve the Trust staffing structure and complement and appointment of Trust central staff (SoD 5.2-3),
- To approve any proposals for the redundancy of staff (SoD 5.27),
- To approve Trust Financial Regulations and Procedures (SoD 6.1-2),
- To recommend to the Members the appointment of the Trust Auditors (SoD 6.4),
- To approve Trust and Schools' 1 Year budget plans (SoD 6.6 & 6.14),
- To approve Schools' term dates and the hours of the school day (SoD 8.1),
- To approve any proposals for the change, expansion or extension of provision for any School (SoD 8.2-4), and
- To approve Schools' Admissions policies (SoD 8.16).

7. COMMITTEES

7.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance Committee and Audit and Risk Assurance Committee shall be permanently constituted as required by the Funding Agreement.

7.2. The current Committee structure, Terms of Reference and Membership shall be detailed as Annex 1.

7.3. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Trustees before a vote can be taken (Article 101).

7.4. The practice for Committee Management shall be:

- Agendas will be circulated to all committee members at least seven (7) days in advance of the meeting,
- Committee papers will be available to all Trustees (not just those on the committee),
- Minutes will be circulated to all Trustees (not just those on the committee),
- Minutes will be signed by the Committee Chairman at the next committee meeting to verify that the minutes are a true record,
- Any Trustee may attend a committee meeting but only named committee members may vote.

8. APPOINTMENT OF THE ACCOUNTING OFFICER

8.1. The Trustees shall appoint the CEO as Accounting Officer.

8.2. The accounting officer role includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament and to DfE's accounting officer for the trust's financial resources.

8.3. Accounting officers must be able to assure DfE's accounting officer, Parliament and the public, of high standards of probity in the management of public funds, particularly regularity, propriety, feasibility and value for money, including economy, efficiency and effectiveness – the 3 elements of value for money.

- **Economy:** reducing the cost of resources used for an activity, while maintaining quality
- **Effectiveness:** achieving the intended outcomes or objectives
- **Efficiency:** achieving maximum output for given inputs, or minimum inputs for a given output

9. APPOINTMENT OF THE COMPANY SECRETARY

9.1. The Trust Board may appoint a Company Secretary who shall not be a Trustee nor a Member. If a Company Secretary is not appointed, then the Trustees shall appoint a member of staff to carry out the functions below.

9.2. The functions of the Company Secretary or appointed member of staff shall be:

- To keep records such as the registers of Members,
- To file documents and accounts at Companies House,
- To ensure that the Trust Board acts within its powers and that decisions are communicated and notified to relevant bodies, principally the DfE,

- To be a point of contact for Members and Trustees and to provide information to them including, for example, email addresses, instruments of proxy and notices of resignation or disqualification,
- To be temporary Chair while the Chair is being elected,
- To keep a book containing the minutes of the Trustees' meetings,
- To convene meetings of Trustees by sending out signed written notices at least 7 clear days before the meeting,
- To keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and to ensure a risk register is maintained.

10. APPOINTMENT OF A GOVERNANCE PROFESSIONAL

10.1. The Trust Board must appoint a governance professional to support them. A governance professional can contribute to the efficient functioning of the board by providing:

- Guidance to ensure the board works in compliance with the appropriate legal and regulatory framework and understands the potential consequences of non-compliance
- Independent advice on procedural matters relating to the operation of the board
- Administrative and organisational support.

11. TRUSTEES' EXPENSES

11.1. The Trust shall reimburse exceptional expenses incurred by Trustees in line with the relevant policy within the Trust's Financial Regulations Policy (point 13).

12. TRUSTEES AS GOVERNORS ON LOCAL GOVERNING COMMITTEES

12.1. The Trust Board may allow between 1 and 3 Trustees to also be Governors across the Trust on Local Governing Committees.

Annex 1

Committee structure, Terms of Reference and Membership

Membership:

Finance Committee
Chris White (Chair)
Heena Bhadresa
Graham Clifford
David Savage

Audit and Risk Assurance Committee
Sue Sunderland
Vivienne Hole (Chair)
Heena Bhadresa
Samantha Davies
Graham Clifford
David Savage

Education and Standards Committee
Trustees
Lesley Duffin
George Yerosimou (Chair)
Graham Clifford
Pav Saunders
Chris White
Vivienne Hole

HR Committee
Lesley Duffin (Chair)
Sue Sunderland
Vivienne Hole
George Yerosimou
Graham Clifford

Terms of Reference for these committees also appear as separate documents on the Trust website.