

Trinity Multi-Academy Trust (MAT)

TERMS OF REFERENCE

FOR

BOARD OF DIRECTORS

Date	17 July 2023
------	--------------

1. Authority & Purpose

- 1.1. The Board of Directors (the “BoD”) are the Directors of the charitable company for the purposes of company law and are responsible to the “Members” of Trinity Multi-Academy Trust (“Trinity MAT”).
- 1.2. The overall purpose of the BoD is:
 - To advance for the public benefit education in the United Kingdom by offering a broad and balanced curriculum as per the ‘Object’ of Trinity MAT. The Directors shall exercise duties and powers as set out in the Trust’s Articles of Association, Funding Agreements and in compliance with relevant legislation at the time in order to achieve this fundamental purpose.
 - To expend the funds of Trinity MAT in furtherance of the ‘Object’ as they consider most beneficial.
 - To enter into contracts on behalf of Trinity MAT.
 - To consider any advice given to them by the Chief Executive Officer (CEO) or any other executive officer.
 - To abide by the requirements of and have due regard to the guidance in the Academies Financial Handbook including approval of the annual budget each academy financial year.
 - To prepare and submit Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State and publish them on the trust website.
 - To take responsibility for establishing any committee they deem appropriate and to regulate their proceedings (for example the Audit Committee who are responsible for all elements of risk, external and internal audit matters and performance quality of the internal and external audit services).

- To establish Local Governing Bodies and to regulate their proceedings.
- To appoint the CEO and Principals of the academies and to delegate powers and functions to any Director, Executive Officer, Governor, Committee or Principal as they consider desirable.
- To have the right to intervene in the governance of an academy where it has serious cause for concern in student performance, student safety, financial mismanagement or ineffective Governance or management.

2. Composition and Quorum

2.1. As per the Articles of Association the constitution, membership and proceedings of the BoD shall be determined as follows:

- The number of Directors shall be not less than three, but not subject to any maximum.
- The Members shall appoint up to 8 Directors, up to 6 of which are to be appointed by Diocese of Leeds (DoL).
- The Members may appoint Staff Directors (including the CEO) as long as the total number of Directors that are employees of Trinity MAT does not exceed one third of the total number of Directors.
- Parent Directors shall be elected or appointed if the Directors have not appointed Local Governing Bodies (LGBs) in which there should be a minimum of 2 Parent Governors.
- The CEO is a Director for as long as he or she remains in office.
- The Directors may Co-Opt Directors (up to a maximum of 2) for up to four years (with the consent of DoL).

2.2. The BoD shall for each year elect a Chairman and Vice Chairman from among their number (an employee of Trinity MAT is not eligible for election). The person shall cease to hold office if:

- They cease to be a Director
- They are employed by the Company
- They are removed from office as per the Articles, or
- In the case of Vice Chairman, they are elected to fill a vacant Chairman role.

- 2.3. Where the Chairman is absent from any meeting, the Vice Chairman shall act as Chair, if both are absent then the Committee shall elect one of their number to act as Chairman. The clerk shall act as Chairman during any part of a meeting at which the Chairman is elected.
- 2.4. The Clerk shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and any Clerk may be removed by them. The Clerk shall not be a Director or a Principal. If the Clerk fails to attend a meeting, the Directors may appoint any one of their number or any other person to act as Clerk for that meeting.

3. Meetings

- 3.1. The quorum for a BoD meeting shall be three, or, where numbers are greater, any one third (rounded up) of the total number of Directors holding office at that meeting.
- 3.2. The quorum for either appointing a parent Director, voting to remove a Director or voting to remove the Chairman shall be two thirds (rounded up) of the persons who are at the time entitled to vote on those matters.
- 3.3. The BoD must meet at least 3 times a year convened by the Clerk and the Clerk shall comply with any direction from the Directors or the Chairman.
- 3.4. Any three Directors may, by notice request a meeting of the BoD and the Clerk should convene the meeting as soon as is reasonably practicable. Directors shall be given seven clear days' notice before the date of a meeting and a copy of the agenda at that time.
- 3.5. Every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting. Each Director has one vote and the casting vote in the event of a tie falls with the Chairman.

4. Committees and Advisors

- 4.1. The BoD may appoint separate committees to be known as Local Governing Bodies for each Academy, and may establish any other committee as set out in the Articles. The constitution, membership and proceedings of these committees shall be determined by the Directors. Each Committee (not including LGBs) must have a majority of members that are Directors.

- 4.2. For LGBs the Directors shall ensure they must include at least 2 elected parent representatives.
- 4.3. The BoD can regulate the functions and proceedings of the LGBs from time to time.

5. Delegation of Powers to Committees, Advisors, Governors and the CEO

- 5.1. Subject to the Articles and the Companies Act 2006 the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
- 5.2. The BoD shall agree the delegation of functions to Trust Committees, LGBs and the CEO at the first meeting of the BoD each year. The Scheme of Delegation shall be detailed in the Scheme of Delegated Authority which is a separate document.
- 5.3. The BoD **may not** delegate the following governance responsibilities:
 - Approve BoD Terms of Reference
 - Approve BoD Scheme of Delegation
 - Approve further academies to join the trust
 - Establish Trust Committees and their Terms of Reference
 - Approve LGB Terms of Reference
 - Elect (and remove) the BoD Chairman
 - Remove the Chair of a Local Governing Body
 - Appoint (and remove) members of Trust Committees
 - Appoint Board Advisors
 - Appoint the Clerk to the BoD
 - Organise the calendar of the BoD and LGB meetings.
- 5.4. The BoD **may not** delegate the following strategic and financial responsibilities:
 - Approve the BoD Strategic Plan

- Approve academy performance targets and performance review
- Appointment of the CEO
- Approve Trust financial regulations and procedures
- Approve Trust and Academy annual budgets
- Approve the expansion or extension of provision for an academy
- Approve Trust Admissions policies.

6. Appointments

- 6.1. The Directors shall appoint the CEO as Accounting Officer with personal responsibility to the BoD for:
- Financial and administrative matters
 - Ensuring regularity and propriety
 - Avoidance of waste and extravagance
 - The efficient and effective use of available resources, and
 - General management of the Academy Trust and its employees.
- 6.2. The Directors would delegate the process of appointing an Academy Principal to a LGB of that academy. The panel shall include up to 3 Governors, the CEO and a Director but have the overarching right not to approve the recommendation by the LGB of an appointment.
- 6.3. The Directors may appoint a Company Secretary who shall not be a Director nor a Member. In the absence of this appointment one of the Directors will be appointed to carry out the Secretary functions of keeping registers of Directors and Members, filing documents at Companies House, ensuring that the BoD acts within its powers and that decisions are communicated and notified to the relevant bodies.
- 6.4. The Directors may appoint a Clerk who shall carry out the functions of keeping a book of the minutes of the Directors meetings, sending out notice of meetings 7 days prior and ensure due attention to the conflicts of interest that could arise.

7. Directors Expenses

- 7.1. The Academy Trust shall reimburse exceptional out of pocket expenses incurred by Directors in line with the relevant policy.

8. General authority and scope

- 8.1. The BoD is authorised to investigate any activity of the trust within its terms of reference and in accordance with any advice or guidance received. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any reasonable request made by the Committee.
- 8.2. Following prior consultation with the Chair of the BoD and, where appropriate, the CEO, the Board or one of its Committees is authorised to obtain legal or other professional advice which is relevant to its purpose, as it deems necessary and within the relevant budget allocation (if any) allowed for those costs in each year.

9. Emergency authority and scope

- 9.1. In exceptional circumstances, for which an emergency exists or time is of the essence, the Chair and Chief Executive have authority to act in the best interests of the trust to take emergency decisions on behalf of the BoD, but are required to report back to the BoD at their earliest opportunity to appraise the BoD of the decision taken - including the rationale behind the decision too.

10. Review

- 10.1. The Board has approved these Terms of Reference and they will bind the Board from Monday 17th July 2023.
- 10.2. At least every year, the BoD shall review its structure, delegated responsibilities, reporting arrangements, terms of reference and effectiveness report including any recommendations for changes which are to be acted upon.