

**HOPE LEARNING COMMUNITY
BOARD OF TRUSTEES**

TERMS OF REFERENCE

1.0 POWERS OF THE FULL BOARD OF TRUSTEES

The Trustees shall exercise duties and powers as set out in the Academy Trust's Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time, and in particular;

1.1. to advance for the public benefit education by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum: the Object of the Academy Trust

1.2. to set out the Trust's vision, ethos, values and principles

1.3. to expend the funds of the Academy Trust in furtherance of the Object as they consider most beneficial and enter into contracts on behalf of the Academy

1.4. to abide by the requirements of and have regard to the guidance in the Academies Financial Handbook, including approval of the annual budget each Academy financial year,

1.5. to prepare and submit Annual Accounts, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website

1.6. to establish any Committee, they deem appropriate and to regulate their proceedings

1.7. to establish Local Governing Bodies and to regulate their proceedings

1.8. to appoint the Chief Executive Officer and Headteachers of Academies

1.9. to delegate powers and functions to any Trustee, Governor, Committee, CEO or Headteacher as they consider desirable.

1.10 Trustees will oversee the **HR and Standards of the trust**, in particular:

1.10.1 To ensure that all academies within the trust have effective and high quality staff

1.10.2 To recommend for approval by the trust board all HR related policies to include the pay policy and recommended pay awards

1.10.3 To agree the staffing structure for the trust and its academies ensuring there is appropriate budgeted provision

1.10.4 To agree the process for determining executive leader pay

1.10.5 To be part of the CEO's performance management process

1.10.6 Ensure that all local and national guidelines in respect of safeguarding, recruitment, equal opportunities are met.

1.10.7 Hear the final cases for any dismissal as recommended by the CEO

1.10.8 Ensure that trustees have adequate training to discharge their duties effectively

1.10.9 To receive HR reports which provide monitoring information on areas such as staff absence, staff turnover, exit interviews and headcount and vacancies

1.10.10 To monitor that academies within the trust are reaching performance targets and recommend to the trust board courses of intervention when required.

1.10.11 To recommend for approval curriculum and teaching related policies such as curriculum policy, religious education policy, behaviour policy

1.10.12 Ensure that the trust fulfil their statutory obligations with regards to safeguarding

1.10.13 To monitor progress against the trust's development plans

1.11 The Trustees shall have the right to intervene in the governance of an Academy where it has serious cause for concern, including;

1.11.1. Standards of performance of pupils at the Academy are unacceptably low,

1.11.2. Serious breakdown in the way the Academy is governed or managed,

1.11.3. Safety of pupils or staff is threatened,

1.11.4. Financial mismanagement or failure to operate within budget.

2.0 COMPOSITION AND APPOINTMENT OF THE BOARD OF TRUSTEES

The composition of the Trust Board is set out in the Articles of Association and, in particular, shall be as follows:

2.1.1 Not less than three (3) but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

2.1.2 Up to eight (8) trustees appointed by the Members

2.1.3 May include any co-opted trustee including an employee of the trust unless thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Chief Executive Officer to the extent he or she is a trustee.

3.0 TERM OF OFFICE FOR TRUSTEES

3.1 The Term of Office for Trustees is four (4) years.

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 6 times per year as recommended by the Academies Financial Handbook.

4.1.1. The Trust Board shall meet during the date periods as per the Trust Governance Planning Calendar. The Trustees will receive notice of each meeting seven (7) clear days before the date of the meeting

4.1.2. Subject to Article 4.1.3, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

4.1.3. The quorum for the purposes of any vote on the removal of a Trustee or any vote on the removal of the chairman of the Trustees shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matter.

4.2. Each question to be decided at a meeting of the Trust Board shall be determined by a majority of votes of 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

5. APPOINTMENT OF THE TRUST BOARD CHAIR AND VICE CHAIR

5.1. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the first meeting of each school year and, in particular;

5.2. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Clerk to the Trustees,

5.3. Trustees shall submit written nominations fourteen (14) days prior to the meeting. 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 nominee, the remaining Trustees will take a vote by secret ballot and the Clerk will tally the votes,

5.5. If there are more than three nominees per office, the nominee polling the least votes shall be eliminated and a further vote taken. If there is a tie the Trustees shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls 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 Bodies and Chief Executive Officer at the first meeting of the Trust Board each school year.

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

6.2.1. Approve Trust Board Terms of Reference

6.2.2. Approve Trust Scheme of Delegation

6.2.3. Approve further academies joining the Trust

6.2.4. Establish Trust Committees

6.2.5. Approve Trust Committee Terms of Reference

- 6.2.6. Establish Academy Local Governing Bodies
 - 6.2.7. Approve Local Governing Body Terms of Reference
 - 6.2.8. Elect (and remove) Trust Board Chair
 - 6.2.9. Remove the Chair and/or Vice Chair of the Local Governing Body in exceptional circumstances
 - 6.2.10. Remove Governors from Local Governing Bodies in exceptional circumstances
 - 6.2.11. Appoint (and remove) Chair(s) of Trust Committees
 - 6.2.12. Appoint (and remove) members of Trust Committees
 - 6.2.13. Appoint the Clerk to the Trustees
 - 6.2.14. Appoint the Accounting Officer
 - 6.2.15. Appoint the Chief Financial Officer
 - 6.2.16. Approve the list of statutory, mandatory or required policies as detailed in the scheme of delegation
 - 6.2.17. Monitor the performance of Local Governing Bodies in fulfilling their responsibilities and accountabilities.
- 6.3. The Trust Board shall retain the following strategic and financial responsibilities;
- 6.3.1. Approve the Trust Strategic/Development Plan which shall include a statement of the Trust's vision, ethos, values and principles,
 - 6.3.2. Approve Academy Performance Targets and Performance Review
 - 6.3.3. Approve the Academy Strategic Plan
 - 6.3.4. Appointment of the CEO
 - 6.3.5. Approve the Trust staff structure and complement and appointment of Trust staff
 - 6.3.6. Approve the appointment of each Headteacher
 - 6.3.7. Approve any restructuring or redundancy of staff
 - 6.3.8. Approve Trust Financial Regulations & Procedures
 - 6.3.9. Appoint the Trust Auditors
 - 6.3.10. Approve Trust and Academy 1 Year budgets
 - 6.3.11. Approve Academy term dates and the hours of the school day
 - 6.3.12. Approve the Academy Admissions policies
 - 6.3.13. Manage the trust's risk ensuring mitigating action is taken to reduce risk

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 and Audit Committees shall be permanently constituted as required by Funding Agreement.

7.2. 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.

7.3. The practice for Committee Management shall be;

7.3.1. Agendas will be circulated to all committee members at least seven (7) days in advance of the meeting,

7.3.2. Committee papers will be available to all Trustees (not just those on the committee),

7.3.3. Minutes will be circulated to all Trustees (not just those on the committee),

7.3.4. Minutes will be signed by the Committee Chairman at the next committee meeting to verify that the minutes are a true record,

7.3.5. Any Trustee may attend a committee meeting but only named committee members may vote.

8. APPOINTMENT OF THE ACCOUNTING OFFICER

8.1. The Directors shall appoint the CEO as Accounting Officer with personal responsibility to the Trust Board for financial and administrative matters including;

8.1.1. Ensuring regularity and propriety,

8.1.2. Prudent and economical administration,

8.1.3. Avoidance of waste and extravagance,

8.1.4. Efficient and effective use of available resources,

8.1.5. Day to day organisation, staffing and management of the Trust.

9. APPOINTMENT OF A CLERK

9.1. The Trust Board will appoint a Clerk to the Trustees who shall carry out those functions as delegated with the agreement of the Trust Board. The clerk will also carry out those duties associated with the role of a Company Secretary.

10. TRUSTEE EXPENSES

10.1. The Academy Trust shall reimburse exceptional expenses incurred by Trustees in line with the relevant policy