ROLE AND TERMS OF REFERECNE FOR THE CHAIR OF THE TRUST BOARD

Approved	
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Date:	
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Date:	
Agreed at the Board Meeting on:	16th May 2019
Minute Reference:	Item 5.1

Document reference:	**Version 1.0**
Created by:	Viv Hughes
Creation date:	April 2019
Reviewed by:	Board
Review date:	May 2019
Master File location:	**BEST-education: BEST Governance**
Next review due:	**September 2020**

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1 THE ROLE OF THE CHAIR

These terms of Reference for the Chair of the Trustee's Board used as their source:

1. BEST's Articles of Association;
2. DfE's Governance Handbook[1] and
3. DfE's Competency Framework for Governance[2].

The following extract describing the role of the chair is taken from the DfE's Governance Handbook:

1.1   The Chair

The chair, with support from the vice chair, is responsible for ensuring the effective functioning of the board and has a vital role in setting the highest of expectations for professional standards of governance. It is the chair's role to give the board clear leadership and direction, keeping it focused on its core functions. A chair should encourage the board to work together as an effective team, building their skills, knowledge and experience. They need to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and actively involved in the work of any committees. It is their role to make sure everyone understands what is expected of them and receives appropriate induction, training and development. It is for the chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

The chair must not exercise as an individual any of the functions of the board except where this has been sanctioned by the board, or in the case of maintained schools in the specific circumstances permitted in regulations. In all maintained schools, and where an academy trust board decides, the chair is permitted to act in cases of urgency where a delay in exercising the function would be likely to be seriously detrimental to the interests of the school, a pupil, parent or member of staff.

1.2   Development and Succession

The focus of the procedure for appointing a chair and vice-chair from among the existing members of the board should be on appointing someone with the skills for the role, not just the willingness to serve. It is possible to appoint more than one person to share the role of chair, or similarly the role of vice-chair, if the board believes this is necessary and in the best interests of the school. The board would need to ensure that any role-sharing arrangement does not lead to a loss of clarity in its leadership.

Succession planning arrangements should be in place so that any change in the chair does not impede the board's effectiveness. Although the regulations do not place any restrictions on this, boards should consider carefully how many times they re-elect their chair to a new term

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[1] https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/788234/governance_handbook_2019.pdf
[2] https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/583733/Competency_framework_for_governance_.pdf

of office. In some circumstances, a change of chair may be necessary for the board to remain invigorated and forward looking.

The law does not prevent a board from advertising and appointing a highly-skilled chair from outside its board where current governors or trustees do not wish to be appointed to the position. The successful candidate would need to be appointed to a vacant position on the board prior to being elected as chair in accordance with the regulations.

With effective succession planning in place, it can be beneficial for strong chairs to move on to another school or trust after a reasonable time (e.g. two terms of office). This can help to share expertise across the system and prevent boards stagnating or individuals gaining too much power and influence solely through their length of service.

2 TERMS OF REFERENCE

The chair will:
- promote the ethos, values and vision of the Trust;
- ensure the effective functioning of the board;
- set the highest of expectations for professional standards of governance;
- provide the board with clear leadership and direction;
- keep the board focused on its core functions;
- encourage the board to work together as an effective team;
- provide opportunities for all Trustees to build their skills, knowledge and experience;
- ensure that their own knowledge base and skills set are kept up to date and refreshed;
- work with the Clerk to ensure that every board meeting is effectively and efficiently planned and run;
- facilitate the empowerment of individuals and groups in decision making;
- ensure that everyone is actively contributing relevant skills and experience;
- ensure that everyone is participating constructively in meetings;
- ensure that everyone is actively involved in the work of any committees;
- make sure everyone understands what is expected of them;
- make sure everyone receives appropriate induction, training and development;
- have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role;
- ensure that effective succession planning in place for the chair and deputy chair roles;

The Board has authorised the chair to act on their behalf as an individual, solely in cases of urgency where a delay in exercising the function would be likely to be seriously detrimental to the interests of the school, a pupil, parent or member of staff.

Appendix 1 contains extracts from the DfE's Competency Framework for Governance which provides further guidance on the expectations for a chair.

3 REVIEW

These Terms of Reference for the Chair of the Trust Board will be reviewed by the Trust Board every two years and on an *ad hoc* basis should there be changes in legislation or guidance concerning the governance of MATs.

4 APPRENDIX 1 – GUIDANCE FROM COMPETENCY FRAMEWORK FOR GOVERNANCE

In addition the knowledge, skill and effective behaviours of individual Trustees, the chair is expected to have the following in order to be an effective and efficient chair.

4.1   Strategic leadership

Effective boards provide confident, strategic leadership to their organisations; they lead by example and 'set the tone from the top'. These competencies relate to the core function of boards to set vision, ethos and strategic direction.

Knowledge
• national and regional educational priorities and the implications of these for the board and the organisation
• leadership and management processes and tools that support organisational change
• the links that the organisation needs to make with the wider community
• the impact and influence that a leader in the community has particularly on educational issues

Skills and effective behaviours
• thinks strategically about the future direction of the organisation and identifies the steps needed to achieve goals.
• leads the board and executive leaders in ensuring operational decisions contribute to strategic priorities
• adopts and strategically leads a systematic approach to change management, that is clear, manageable and timely
• provide effective leadership of organisational change even when this is difficult
• is able to recognise when the board or an individual member is not behaving as expected and take appropriate action to address this
• leads board meetings in a way which embodies the culture, values and ethos of the organisation

• ensures the board understands the scope of issues in question and is clear about decisions they need to make
• summarises the position in order to support the board to reach consensus where there are diverging views
• ensures that different perspectives, viewpoints and dissenting voices are properly taken into account and recorded
• facilitates decision-making even if difficult and manages the expectations of executive leaders when doing so
• recognises the limits of any discretionary chair's powers and uses them under due guidance and consideration and with a view to limiting such use
• ensures the board seeks guidance from executive leaders or others in the senior leadership team and from the clerk/governance professional before the board commits to significant or controversial courses of action
• communicates clearly with colleagues, parents and carers, partners and other agencies and checks that their message has been heard and understood
• consider how to tailor their communications style in order to build rapport and confidence with stakeholders
• is proactive in seeking and maximising opportunities for partnership working where these are conducive to achieving the agreed strategic goals
• is proactive in sharing good practice and lessons learned where these can benefit others and the organisation
• demonstrates how stakeholder concerns and questions have shaped board discussions if not necessarily the final decision
• when appropriate, seeks external professional advice, knowing where this advice is available from and how to go about requesting it
• leads the board and challenges leaders appropriately in setting risk appetite and tolerance
• ensures that the board has sight of, and understands, organisational risks and undertakes scrutiny of risk management plans
• leads by example to avoid, declare and manage conflicts of interest
• knows when the board needs external expert advice on risk management

4.2   Accountability for educational standards and financial performance

These are the competencies that the board needs in order to deliver its core functions of holding executive leaders to account for the educational and financial performance of the organisation.

Knowledge
• the process and documentation needed to make decisions related to leadership appraisal

Skills and effective behaviours
• works with the clerk, to ensure the right data is provided by executive leaders, which is accessible to board and open to scrutiny
• promotes the importance of data interrogation to hold executive leaders to account
• ensures the board holds executive leaders to account for financial and business management, as much as educational outcomes
• leads the board to identify when specialist skills and experience in audit, fraud or human resources is required either to undertake a specific task or more regularly to lead committees of the board
• is confident and prepared in undertaking leadership appraisal
• is able to explain to the board their proposals on leadership pay awards for approval
• is confident in providing strategic leadership to the board during periods of scrutiny
• ensures the board is aware of, and prepared for, formal external scrutiny

4.3   People

People that govern need to form positive working relationships with their colleagues to function well as part of a team. They need to be able to relate to staff, pupils/students, parents and carers and the local community and connect to the wider education system in order to enable effective delivery of the organisations strategic priorities.

Knowledge
• the importance of succession planning to the ongoing effectiveness of both the board and the organisation

Skills and effective behaviours
• ensure that everyone understands why they have been recruited and what role they play in the governance structure
• ensures new people are helped to understand their non-executive leadership role, the role of the board and the vision and strategy of the organisation enabling them to make a full contribution
• sets high expectations for conduct and behaviour for all those in governance and is an exemplary role model in demonstrating these
• creates an atmosphere of open, honest discussion where it is safe to constructively challenge conventional wisdom
• creates a sense of inclusiveness where each member understands their individual contribution to the collective work of the board
• promotes and fosters a supportive working relationship between the: board, clerk/governance professional, executive leaders, staff of the organisation and external stakeholders
• identifies and cultivates leadership within the board
• recognises individual and group achievements, not just in relation to the board but in the wider organisation
• takes a strategic view of the skills that the board needs, identifies gaps and takes action to ensure these are filled
• develop the competence of the vice-chair to act as chair should the need arise.
• builds a close, open and supportive working relationship with the vice-chair which respects the differences in their roles
• values the importance of the clerk/governance professional and their assistance in the coordination of leadership and governance requirements of the organisation
• listens to the clerk/governance professional and takes direction from them on issues of compliance and other matters

4.4   Structures
Understanding and designing the structures through which governance takes place is vital to avoid unclear and overlapping responsibilities that can lead to dysfunctional or ineffective governance arrangements.

Knowledge
• the importance of their non-executive leadership role, not just in their current position but in terms of their contribution to local and, where appropriate, national educational improvement priorities

Skills and effective behaviours
• lead discussions and decisions about what functions to delegate

4.5   Compliance

To ensure all those involved in governance understand the legal frameworks and context in which the organisation operates and all of the requirements with which it must comply.

Knowledge
• the regulatory framework for governance and, where appropriate, Charity and Company Law (as listed in the Competency Framework for Governance)

Skills and effective behaviours
• sets sufficiently high expectations of the clerk/governance professional, as applicable, ensuring the board is compliant with the regulatory framework for governance and, where appropriate, Charity and Company Law
• ensures the board receives appropriate training or development where required on issues of compliance

4.6   Evaluation

Monitoring the board's effectiveness is a key element of good governance. The board needs to assess its effectiveness and efficiency and ensure ongoing compliance with its statutory and legal duties under review. Individuals should also reflect on their own contribution helping to create a stronger and more motivated board.

Knowledge
• different leadership styles and applies these appropriately to enhance their personal effectiveness

Skills and effective behaviours
• sets challenging development goals and works effectively with the board to meet them
• leads performance review of the board and its committees
• undertakes open and honest conversations with board members about their performance and development needs, and if appropriate, commitment or tenure
• recognises and develops talent in board members and ensures they are provided with opportunities to realise their potential
• creates a culture in which board members are encouraged to take ownership of their own development
• promotes and facilitates coaching, development, mentoring and support for all members of the board
• is open to providing peer support to other chairs and takes opportunities to share good practice and learning