



'Engaging learners to enhance their life opportunities and outcomes'

TRUST BOARD TERMS OF REFERENCE

Approved	
Signature of CEO	
Date:	
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Date:	
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1 INTRODUCTION

1.1 The purpose of these terms of reference¹ for BEST's Board is to provide a clear explanation of the Board's responsibilities and the expectations placed on Trustees, collectively and individually.

2 CORE VALUES

2.2 The BEST Board will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of BEST;
- be accountable to its regulatory bodies and its stakeholders for its activities; engage in a partnership with the Executive Team.

3 EXPECTATIONS OF BEST TRUSTEES

3.1 All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in BEST's Code of Conduct for Trustees);
- comply with:
 - the Articles of Association,
 - Academies Financial Handbook 2018 and any successors,
 - Charities Commission requirements
 - these Terms of Reference,
 - the Scheme of Delegation Matrix
 - the Conflicts of Interest Policy,
 - the Code of Conduct for Trustees
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of BEST;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training.

4 POWERS, FUNCTIONS AND RESPONSIBILITIES OF TRUSTEES

4.1 The Trustees are responsible for the governance and supervision of the Multi-Academy Trust (MAT) and its committees (including the Hub Local Governing Bodies and School Improvement Boards, where in place).

4.2 The Trustees have a number of duties and responsibilities relating to the governance of the MAT and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the MAT;

¹ Adapted from Reach2 Academy Trust ToRs.

- carrying on the MAT in accordance with the objects of the MAT as set out in the Articles of Association and safeguarding the assets of the MAT;
- designing strategy and structure for the operation of the MAT;
- the delegation of the running of the Schools to their respective Hub LGBs or SIBs and thence to their HTs;
- the direction of the Trust wide education, HR, financial and other policies to the Executive Team; where school specific policies or adaptations of the Trust wide policies are required, the direction of the Board will be to the Hub LGBs and SIBs.
- ensuring that the Executive Team is equipped with the relevant skills and guidance;
- ensuring sound management and administration of the MAT;
- ensuring the financial controls and the financial management of the MAT is in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the MAT;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- the management of risk, that is identifying, quantifying and devising systems to minimise the major risks affecting the MAT; and
- ensuring the MAT and the Schools are conducted in compliance with the general law.

5 ACCOUNTABILITY OF TRUSTEES

5.1 The Trustees are chiefly accountable to:

- the beneficiaries of the MAT (pupils at the Schools, their parents and the local community) for the quality of education and pastoral care at the Schools, for safeguarding, protecting and promoting the welfare of the pupils and for matters of health and safety;
- the DfE, the Education and Skills Funding Agency (ESFA) and specifically, the Secretary of State for Education under the terms of the Funding Agreement;
- the Secretary of State for Education (in his or her role as principal regulator in respect of charity matters) for operating the MAT for the public benefit, for the prudent management of the MAT and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the MAT for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the MAT and the Schools are subject.

6 CONDUCTING TRUSTEES' BUSINESS

6.1 The Trustees are required to:

- act together and in person and not delegate responsibility of the MAT to others;

- act strictly in accordance with the Articles of Association;
- act in the MAT's interests only and without regard to their own private interests;
- manage the MAT's affairs prudently;
- not take personal benefit from the MAT unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters which they themselves are not competent.

6.2 The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and, at all times, act in the best interests of the MAT.

6.3 The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

6.4 The duties and responsibilities of Trustees are explained in further detail in:

1. the essential trustee: what you need to know, what you need to do (CC3) (Charity Commission, May 2018 and its successors),
2. the DfE Governance Handbook (Jan 2017 and its successors) and
3. the DfE Competency Framework for Governance (Jan 2017 and its successors) – all of which are available on www.gov.uk.

6.5 The Trustees shall have regard to the Academies Financial Handbook (Sept 2018 and its successors), which shall be circulated to all Trustees and is also available on www.gov.uk.

6.5 The duties and responsibilities of the Clerk to the Board are explained in further detail in:

1. the DfE Clerking Competency Framework (April 2017 and its successors) - which is available on www.gov.uk.

7 CHAIR OF TRUSTEES

7.1 The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via DfE.

7.2 The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team.

7.3 Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal), then this must be expressly delegated to the Chair by the Board.

8 MEETINGS OF TRUSTEES

8.1 There will be a minimum of three meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles.

8.2 In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls;
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);
- receive and consider information on financial performance at least three times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets.

8.3 In consultation with the Chair, the Clerk to the Board shall prepare an annual plan for the meetings of the Trustees.

9 DELEGATION OF POWERS OF TRUSTEES

9.1 Trusteeship (and directorship which necessarily follows) is a personal office of Trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Schools, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

9.2 It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Team. The Trustees must also consider when and from whom they should take professional advice.

9.3 In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive power should be delegated to those who are closest to the point of impact of the delegated executive power; thereby empowering effective decision making, at all levels, across the MAT;
- executive powers delegated to individuals or groups, can in turn, authorise further delegations and;
- every act of delegation is only a delegation of powers and does not relieve the Trustees of their responsibility.

9.4 The Trustees must not delegate any of their powers listed as Reserved Matters in the Scheme of Delegation Matrix.

9.5 Delegation can be made to:

- CEO;
- the Executive Team including the Trust Strategy Lead and the Trust Financial Lead;
- Board committees including the following committees:

- Finance,
- Risk and Audit,
- Estates and Free Schools
- HR and
- Education Standards and Performance

where these are in place;

- the Hub LGBs;
- the SIBs where in place;
- any individual Trustee.

10 STAKEHOLDER VOICES

10.1 Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- a) Pupils
- b) Parents
- c) Staff.

11 RISK MANAGEMENT

11.1 The Charities Statements of Recommended Practice ("the SORP") set out requirements for reporting on the risks to a charity.

11.2 The Trustees' report therefore must include a description of the principal risks and uncertainties facing the MAT and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

11.3 The Trustees are therefore responsible for:

- identifying the major risks that apply to the MAT, including:
 - Operational risks (employment issues, health and safety, fraud, service quality and development etc.);
 - Financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
 - External risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
 - Regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and

- making appropriate statements regarding the management of risks in the annual report.

11.4 The Risk and Audit Committee, where in place, or the Executive Team, shall prepare a Risk Register for approval by the Trustees, along with a procedure by which the Risk Register shall be subject to regular review. The Risk Register shall have named individuals assigned to manage each area.

12 THE MANAGEMENT OF CONFLICTS OF INTEREST

12.1 The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the MAT. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the MAT; and
- b) avoid any conflict of interest between that interest and the interests of the MAT.

12.2 In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the MAT and their own personal or business interests or for a Trustee to be influenced by conflicting duties to the MAT and a third party.

12.2 Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

13 RECRUITMENT OF TRUSTEES

13.1 It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore 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.

13.2 The Board, as a whole, is responsible for ensuring that:

- the skills of any new Trustee fit in with the MAT's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the MAT's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee.

13.3 Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of his role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of the MAT; its history and ethos and the nature and extent of its activities; and the content of the MAT's Articles of Association.

13.4 The Clerk to the Board, on behalf of the Trustees, shall provide each new Trustee with:

- the MAT's Articles of Association;
- the BEST Governance Structures;
- these Terms of Reference;
- the Scheme of Delegation Matrix;
- the Code of Conduct for Trustees, and;
- the Conflicts of Interest Policy.

13.4 New Trustees shall be required to sign the declaration set out in the Code of Conduct.

13.5 The Clerk to the Board shall ensure that any appointment of a new Trustee is notified to the ESFA (via Get information about schools; successor to Edubase) within 14 days of the appointment (as required under the Academies Financial Handbook).

14 TRAINING AND DEVELOPMENT OF TRUSTEES

14.1 The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the MAT operates. The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

15 ADOPTION AND CIRCULATION

15.1 These terms of reference shall be circulated to the Trustees, the CEO, the Executive Team and others at the discretion of the Chair of the Trust Board.

16 REVIEW

16.1 These terms of reference will be reviewed by the Board annually at the first Board meeting of each academic year.