THE CHARTER SCHOOLS EDUCATIONAL TRUST

Board of Trustees Terms of Reference

1. Introduction

The Board of Trustees (the 'Board') of The Charter Schools Educational Trust (the 'Trust') have overall responsibility and ultimate decision-making authority for all the work of the Trust. The Board will set the strategic direction of the Trust, maintain legal oversight, monitor all activities, assess the performance of the schools, and establish and review material policies and processes governing the operation of the schools.

The Board is the decision-making body of the Trust and is accountable and responsible for the all the schools in the Trust. The Board is also the employer of all central services staff and all staff within its schools

The Board is constituted as per the Articles of Association for The Charter Schools Educational Trust and will ensure compliance with all aspects of regulation, and operation within the requirements set out in the Trust's Funding Agreement and Articles of Association.

The Board will review these terms of reference and self-assess its performance against these terms of reference on an annual basis prior to approval.

2. Board Duties

The specific tasks and responsibilities of the Board are to:

- Determine the vison and ethos of the Trust whilst acknowledging the uniqueness of each individual school and the local community that they serve.
- Have overall responsibility and ultimate decision-making authority for the work of the Trust.
- Operate and make decisions to further the Trust's charitable object.
- Be responsible for the general control and management of the administration of the academy trust.
- Exercise all the powers of the Trust (subject to the provisions of the Companies Act, the Trust's Articles of Association, and the Members' ability to direct the Board by special resolution).
- Adhere to statutory duties to exercise care, skill and diligence and avoid conflicts of interest.
- Ensure procedures are in place to connect with, and engage with, the communities and stakeholders the Trust serves.
- Publish on its website up-to-date details of the overall governance arrangements it has in place.
- Determine and approve the Trust committee structure, memberships, terms of reference and scheme of delegation.
- Ensure good governance practices across the Trust.
- Make or ratify appointments of governors to local governing Boards, except where governors are elected, including removing any individuals who fail to fulfil the expectations of the role.
- Appoint the CEO and the CFO
- Appoint a governance professional to advise the Board of Trustees and act as clerk at meetings
- To set objectives and undertake the performance management of the CEO.
- Hold the CEO to account for the performance of the Trust and its schools against agreed objectives.
- In conjunction with the CEO, develop a strategic plan for the Trust and ensure effective communication and implementation of this across the Trust and its schools.

- Approve new schools joining the Trust.
- Establish and maintain schools within the Trust including current, potential joiner or new schools.
- Approve overall Trust plans, targets, budget, and capital expenditure.
- Approval of material acquisitions or disposals of land or buildings.
- Ensure robust Trust-wide financial systems, policies and processes are in place and implemented across the Trust and its schools (using regular internal audits to provide such assurance)
- Establish a Finance Committee with responsibility for scrutiny and oversight of all matters relating to financial policy, process, and reporting.
- Ensure that effective safeguarding policies and procedures are in place at the Trust schools. The Trust will appoint a lead Trustee with responsibility for oversight of the Trusts safeguarding policies and processes.
- Ensure that effective SEND policies and procedures are in place in the Trust schools. Each school's local governing board will appoint a link governor with responsibility to oversee SEND policies, processes, and provision.
- Ensure rigorous internal and external audit procedures.
- Approve annual accounts.
- Ensure a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained by the Trust.
- Establish and Audit & Risk Committee to ensure that risks are being addressed appropriately through internal scrutiny, report to the board on the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks.
- Determine and ensure the implementation of Trust-wide policies and procedures to ensure a consistent high standard of education and financial prudence across the Trust, including Finance, Health & Safety, Data Protection, SEND and Safeguarding and all other statutory policies as determined by the DfE and Company Law.
- Ensure effective Trust-wide Recruitment, Pay and Performance management policies and process are in place for all staff across the Trust.
- Ensure effective staff development programmes are in place across the Trust.
- Receive and review individual school progress against annual KPIs.

3. Membership

The membership of the Board is as set out in the Trust's Articles of Association and shall be no less than three. Up to six Trustees are appointed by the Members, and up to five Trustees may be co-opted by the Member appointed Trustees.

The Trust CEO will be a full member of the Board of Trustees, ex officio.

4. Term of Office

The term of office for all Trustees will be four years, except for the CEO who is appointed ex-officio, and may serve on the Board so long as they remain in the Trust's employment. Subject to remaining eligible, any Trustee may be reappointed at the end of this term of office.

5. Resignation and Removal

A Trustee can resign their place on the Board at any time, but only if at least three Trustees will remain in office when their resignation takes effect.

A Trustee shall cease to hold office if they are removed by the person or persons who appointed or co-opted them, or by ordinary resolution of the Members in accordance with the Companies Act 2006.

Where a Trustee resigns from the Board or is removed from the Board, the Trustee or, where they are removed from office, those removing him, shall give notice in writing to the Trust's Governance Professional.

6. Chair of Trustees

The Chair is elected from among the Trustees at the first meeting of the year.

The specific roles and responsibilities of the Chair of Trustees are:

- To ensure that the Board provides strategic focus to the Trust and its schools
- To manage the business of the Trust Board to ensure that it undertakes its duties efficiently and effectively at both Board meetings and in between meetings.
- To build and develop the Trustees into an effective and collaborative team, ensuring that each Trustee's time and skills are utilised to best effect for the Trust.
- To work with the governance professional on succession planning, recruitment, and professional development of Trustees.
- To work in partnership with the CEO, developing a professional relationship and providing support, challenge, and encouragement.
- To promote a culture of collaboration and robust evaluation and continuous improvement across the Trust.
- To ensure that the Trust Board meets all its legal and statutory requirements by working closely with the governance professional.
- To represent the Trust to key external stakeholders, the media and the public when required.

A vice Chair will also be elected at the first meeting of the year.

7. Governance Professional

The Trust must appoint a governance professional to support the Board who will 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 operation of the Board
- administrative and organisational support.

8. Meetings of the Trust Board

There will be four meetings of the Board each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Trust's Articles of Association. In determining the agenda for Trust Board meetings and any Trust Board Committee meetings, the Trustees will have regard to the requirement on them to:

- Ensure the effective academic performance and the overall standard of education provided by the Trust and the schools within it.
- Ensure the effective safeguarding of all children, young people and adults associated with the Trust.

- Ensure good financial management and effective internal controls.
- Complying with the Funding Agreement and the current version of the Academies Trust Handbook.
- Receiving and scrutinising information on financial performance at least three times a year; and
- Taking appropriate action to ensure ongoing viability against agreed budgets.

Agendas will be agreed in advance by the Chair of the Board (based on, but not limited to, the pre-agreed annual schedule of activity) and papers will be circulated to Trustees and other attendees at least 5 working days in advance of the meeting.

Minutes of meetings will be taken and once approved in draft by the Chair of the Board, be submitted to the next scheduled meeting of the Board for ratification. Trust Executive staff or external advisors may be invited to attend Trust Board meetings in an advisory capacity and will not have a vote.

Members and local governors can attend Trust Board meetings as observers and will make a request to the governance professional and the Chair if they wish to attend a specific meeting.

9. Quorum and votes

The quorum for a meeting of the Board, 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 present at the meeting and entitled to vote on the matters to be resolved.

The quorum for the purposes of:

- any vote on the removal of a Trustee, or

- any vote on the removal of the Chair of 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 matters.

Every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote.

Where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote they may have.

10. Delegation of powers of Trustees

Trusteeship is a personal office of trust and responsibility, and this cannot be transferred to another individual. However, to ensure the proper management of its schools, the Trustees can delegate specific tasks to assist them in carrying out their duties and obligations.

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 Trust Executive Group. The Trustees must also consider when and from whom they should take professional advice.

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.

- Executive powers should be delegated to the Chief Executive Officer, except when it is impracticable to do so, and who may authorise further delegation.
- Every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The process of delegation for the Trust is outlined in the Trust Scheme of Delegation.

The Main delegations will be:

To the **Chief Executive Officer (CEO)** who is responsible for the day-to-day management of the Trust and its schools. The CEO is appointed by the Trust Board and reports directly to it.

To **Trust Board Committees or Working Groups of the Trust Board**, who will act either in a permanent capacity (as directed by statutory guidance from the DfE or as agreed by the Trust Board), or a temporary capacity as 'task and finish' groups on an ad hoc basis as agreed by the Trust Board.

To a **Local Governing Body (LGB)** for each school within the Trust to undertake delegated elements of the Trust Board's strategic role and oversight at a local school level. Each LGB is accountable to the Trust Board in relation to any matters delegated to it. The duties, responsibilities, and authority of the LGBs are as determined by the Trust Board.

To the **Trust Central Services Team (CST**) which is the executive management of the MAT, focussing on operation and the educational performance of the schools. The CST operate under the leadership of the CEO, who is by virtue of their position a Trustee. The CST work directly with staff in each of the schools, the Trust Board and the LGBs to provide centralised services and ensure compliance.

To the **Trust Executive Team** which includes the Executive Headteachers, Headteachers and Heads of School. The operation of each academy is managed by a member of the Executive Team. The duties, responsibilities and authorities may vary between schools as determined by the CEO in consultation with the Trust Board.

A Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees is delegated may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose and may be revoked or altered by the Trustees.

Next review date July 2022