

## **CASTLEMAN ACADEMY TRUST**

### **TRUST BOARD OF TRUSTEES**

#### **TERMS OF REFERENCE**

#### **1. POWERS OF THE TRUST BOARD OF TRUSTEES**

- 1.1. 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;
- 1.2. 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 (*Article 4*),
- 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 Trust (*Article 94*),
- 1.4. to abide by the requirements of and have regard to the guidance in the Academy Trust Handbook including approval of the annual budget each Academy financial year,
- 1.5. to prepare and submit Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website (*Articles 129-131*),
- 1.6. to establish any Committee they deem appropriate and to regulate their proceedings (*Article 100a and 101*),
- 1.7. to establish Local Governing Bodies (*Article 100b*) (called School Standard Boards) and to regulate their proceedings (*Article 104 and 105*),
- 1.8. to appoint the Chief Executive Officer and Head Teachers of the schools (*Article 107*),
- 1.9. to delegate powers and functions to any Governor, Committee or Head Teacher as they consider desirable (*Article 105-6*).
- 1.10. The Trustees shall have the right to intervene in the governance of a school where it has serious cause for concern including;
  - 1.10.1. Standards of performance of pupils at the school are unacceptably low,
  - 1.10.2. Serious breakdown in the way the school is governed or managed,
  - 1.10.3. Safety of pupils or staff is threatened,
  - 1.10.4. Financial mismanagement or failure to operate within budget.
- 1.11. Monitor policy on dealing with repair and maintenance items,
- 1.12. To apply the criteria set by the whole school pay policy in determining the pay of each member of staff at the annual review,
- 1.13. to decide the allocation of places against the approved academy admissions policy,
- 1.14. to ensure, so far as is reasonably practicable, the health, safety and welfare of employees and pupils at all Trust schools,
- 1.15. to ensure the safeguarding and promotion of the welfare and personal care of children and young people with regard to Local Area Child Protection procedures in all its schools,
- 1.16. to review and approve the Trust Health & Safety policy,

- 1.17. to receive recommendations on Pay Decisions to be ratified or agreed at Trust level.
- 1.18. to establish a sub-group of non-Executive Trustees and Committee members for the performance management and remuneration of the Chief Executive Officer.

## **2. COMPOSITION AND APPOINTMENT OF THE BOARD OF TRUSTEES**

- 2.1. The composition of the Trust Board is set out in the Articles of Association and, in particular, shall be as follows;
  - 2.1.1. Up to ten (10) Trustees appointed by the Members (Article 46a and 50),
  - 2.1.2. The Chief Executive Officer may be appointed by the Members (Article 57),
  - 2.1.3. Co-opted Trustees appointed by the Trustees (Article 47).
- 2.2. The appointment of Trustees shall be as set out in the Articles of Association, in particular;
  - 2.2.1. Trustees appointed by Members of the Academy Trust shall have been voted for by a majority of Members,
  - 2.2.2. The Trust Board of Trustees shall support each School Standards Board to make all necessary arrangements for the election of a minimum of two Parent Governors by parents of registered pupils at each school (Articles 53-56).

## **3. TERM OF OFFICE FOR TRUSTEES**

- 3.1. The Term of Office for all Trustees is 4 years (Article 64).

## **4. MEETINGS OF THE TRUST BOARD**

- 4.1. The Trust Board shall meet as set out in the Articles of Association and, in particular;
  - 4.1.1. The Trust Board shall meet at least three times in each school year (Article 109),
  - 4.1.2. The Trustees shall meet in December to approve the Trust Audited Accounts and Annual Report,
  - 4.1.3. The Trustees will receive notice of each meeting seven clear days before the date of the meeting (Article 111).
- 4.2. Quorum for a meeting of the Trust Board will be;
  - 4.2.1. The greater of either 3 persons or number of persons at least equal to one thirds (1/3) who are at the time Trustees entitled to vote (Article 117),
  - 4.2.2. For decisions set out in Article 119, number of persons equal to at least two thirds (2/3) who are at the time Trustees entitled to vote.
- 4.3. 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 the votes for and against a question are equal 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. They shall be elected at the last meeting of each school year (Article 82) and the term of office shall commence at the start of the new school year.
- 5.2. The role of Vice Chair may be carried out jointly by the Chairs of the Finance and HR committees. In this case, such a decision will be taken at the last meeting of the school year.

- 5.3. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Director of Governance Operations. Postal votes shall be accepted as long as received by the Clerk prior to the meeting.
- 5.4. Nominations should be sent in writing to the Director of Governance Operations 14 days before the Board meeting. A Trustee can nominate him/herself for office and does not need to be present.
- 5.5. 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 Director of Governance Operations will tally the votes.
- 5.6. 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. COMMITTEES**

- 6.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference, Delegated Powers and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance Audit & Risk Committee shall be permanently constituted as required by Funding Agreement.
- 6.2. 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 (Article 101).
- 6.3. The posts of Committee Chair and Vice Chair will be held by a Trustee of the Board.
- 6.4. The practice for Committee Management shall be;
  - 6.4.1. Agendas will be circulated to all committee members at least seven days in advance of the meeting,
  - 6.4.2. Committee papers will be available to all Trustees (not just those on the committee),
  - 6.4.3. Minutes will be circulated to all Trustees (not just those on the committee),
  - 6.4.4. Minutes will be signed by the Committee Chair at the next committee meeting to verify that the minutes are a true record,
  - 6.4.5. Any Trustee may attend a committee meeting but only named committee members may vote.

## **7. DELEGATION OF POWERS TO COMMITTEES, WORKING GROUPS, GOVERNORS AND HEADTEACHER**

- 7.1. The Trust Board shall agree the delegation of functions to Trust Committees, School Standards Boards and Chief Executive Officer at the first meeting of the Trust Board each school year.
- 7.2. The Trust Board may not delegate the following governance responsibilities;
  - 7.2.1. Approve Trust Board Terms of Reference,
  - 7.2.2. Approve Trust Scheme of Delegation,
  - 7.2.3. Approve further academies joining the Trust,
  - 7.2.4. Establish Trust Committees,

- 7.2.5. Approve Trust Committee Terms of Reference,
- 7.2.6. Approve School Standards Board Terms of Reference,
- 7.2.7. Elect (and remove) of Trust Board Chair,
- 7.2.8. Remove the Chair of a School Standards Board,
- 7.2.9. Appoint (and remove) Chair(s) of Trust Committees,
- 7.2.10. Appoint (and remove) members of Trust Committees,
- 7.2.11. Appoint the Clerk to the Trustees (known as Director of Governance Operations) (Article 81,)
- 7.2.12. Organise the calendar of Trust Board and SSB meetings,
- 7.3. The Trust Board may not delegate the following strategic and financial responsibilities,
  - 7.3.1. Approve the Trust Development Plan,
  - 7.3.2. Approve School Performance Targets and School Performance Review,
  - 7.3.3. Appointment of the Chief Executive Officer,
  - 7.3.4. Appointment of each School Headteacher,
  - 7.3.5. Approve Trust Financial Regulations & Procedures,
  - 7.3.6. Approve Trust and School Annual budgets,
  - 7.3.7. Approve the expansion or extension of provision for a school,
  - 7.3.8. Approve Trust Admissions policies.

## **8. APPOINTMENT OF SCHOOL HEADTEACHERS**

- 8.1. The CEO will be responsible for managing the process to appoint the Headteacher and will ensure that governors are fully involved in the process with representation on the appointment panel.
- 8.2. The CEO, in consultation with the appointment panel, shall make a recommendation for the appointment of a candidate to the Trust Board giving the views of the governors reasonable weight in this process.
- 8.3. The Trust Board shall not unreasonably withhold their approval for the appointment of a recommended candidate as the Headteacher.
- 8.4. In the event that the Trust Board does not approve the appointment of a recommended candidate as Headteacher, they shall provide a clear explanation to the School Standards Board.

## **9. APPOINTMENT OF THE ACCOUNTING OFFICER**

- 9.1. The Trustees shall appoint the Chief Executive Officer as Accounting Officer with personal responsibility to the Trust Board for financial and administrative matters including;
  - 9.1.1. Ensuring regularity and propriety,
  - 9.1.2. Prudent and economical administration,
  - 9.1.3. Avoidance of waste and extravagance,
  - 9.1.4. Efficient and effective use of available resources,
  - 9.1.5. Day to day organisation, staffing and management of the Academy Trust.

## 10. APPOINTMENT OF THE COMPANY SECRETARY

- 10.1. The Trust Board may appoint a Company Secretary who shall not be a Trustee nor a Member. If a Company Secretary is not appointed, then one of the Trustees will be appointed out to carry out the functions below.
- 10.2. The Company Secretary shall;
- 10.2.1. Keep records such as registers of Trustees and members,
  - 10.2.2. File documents and accounts at Companies House,
  - 10.2.3. Ensure that the Trust Board acts within its powers and decisions are communicated and notified to relevant bodies, principally the DfE,
  - 10.2.4. Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification,
  - 10.2.5. Act as chairman when the chairman is being elected,
  - 10.2.6. Keep a book of the minutes of the Trustees' meetings,
  - 10.2.7. Convene meetings of Trustees by sending out signed written notice 7 clear days before the meeting,
  - 10.2.8. Keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and maintain a risk register.

## 11. APPOINTMENT OF A CLERK (KNOWN AS DIRECTOR OF GOVERNANCE OPERATIONS)

- 11.1. The Trust Board will appoint a Clerk to the Trustees who shall carry out those functions of the Company Secretary as delegated with the agreement of the Trust Board.

## 12. TRUSTEES' EXPENSES

- 12.1. The Academy Trust shall reimburse exceptional expenses incurred by Trustees, subject to prior submission to and approval by the Chair.

## DECLARATION

*The Board of Trustees, at its meeting on 17<sup>th</sup> October, 2024, resolved to adopt these Terms of Reference. A copy has been forwarded to the Director of Governance Operations for the formal Trust Board records. These Terms of Reference will be reviewed annually at the start of the academic year.*

Signature  
(Chair of the Trust Board) 

Date of signature 17/10/24