TERMS OF REFERENCE
FULL BOARD OF TRUSTEES

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September 2026	• Replaced 3.4 - *"The quorum for the purposes of any vote on the removal of a Trustee in accordance with Article 66, or any vote on the removal of the Chair in accordance with Article 90, shall be two-thirds (rounded up to a whole number) of the Trustees present at the meeting and entitled to vote on the relevant matter."*
	• 4.1 – Full re-write
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INTRODUCTION

The Board is the accountable body for the Trust and provides strategic leadership in pursuit of the Trust's charitable Object, vision and values. It is collectively responsible for educational standards and outcomes, financial sustainability, effective governance and the long-term success of the Trust and its academies.

1.0 LEGAL & REGULATORY FRAMEWORK

1.1 The Board of Trustees is the accountable body for the Trust and shall exercise its powers and discharge its responsibilities in accordance with:

- *the Trust's Articles of Association;*
- *the Trust's Funding Agreement(s);*
- *the Academy Trust Handbook, as amended from time to time;*
- *the Academy Trust Governance Guide and other relevant Department for Education guidance;*
- *applicable company and charity law;*
- *all other relevant statutory and regulatory requirements; and*
- *the Trust's Scheme of Delegation.*

1.2 These Terms of Reference are subordinate to the Trust's Articles of Association. In the event of any inconsistency between these Terms of Reference and the Articles of Association, the Articles of Association shall prevail.

1.3 The Scheme of Delegation and any delegation made by the Board shall operate within the powers and authority provided by the Articles of Association.

2.0 MEMBERSHIP

2.1 The number of Trustees shall be not less than three but, unless otherwise determined by ordinary resolution shall not be subject to any maximum.

2.2 Subject to Articles 48-49 and 58, the Trust shall have the following Trustees:

- *Up to ten Trustees appointed by the Trust Members ("Member-appointed Trustees"); and*
- any Co-opted Trustees as may be appointed under **Article 58**

2.3 In accordance with Articles 46, 53 and 101A, each established Local Governing Committee shall include at least two Parent Local Governors. Where Local Governing Committees are not established, or where provision is not made for at least two Parent Local Governors on each established Local Committee, the Trust shall have a minimum of two Parent Trustees appointed or elected in accordance with the Articles of Association.

3.0 QUORUM

3.1 The quorum for a meeting of the Trustees, and any vote on any matter at that meeting, shall be any three Trustees or where greater any one half (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting.

3.2 If the Secretary of State has appointed Additional or Further Trustees then a majority of the quorum must be made up of Additional or Further Trustees.

3.3 The Trustees may act notwithstanding any vacancies, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

3.4 The quorum for the purposes of:

- any vote on the removal of Trustees;
- any vote on the removal of the Chair of the Trustees;

Quorum 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.

4.0 ROLES & RESPONSIBILITIES

4.1 Chair of the Board

The Chair provides leadership to the Board and is responsible for promoting its effectiveness in fulfilling its strategic, governance and accountability responsibilities. The Chair acts on behalf of the Board only where authority has been expressly delegated and does not have authority to exercise the powers of the Board individually, except where specifically provided for within the Articles of Association, Scheme of Delegation or these Terms of Reference.

The Chair will:

- provide effective leadership to the Board, promoting a culture of high standards of governance, collective responsibility, constructive challenge, openness, integrity and respect;
- ensure that the Board remains focused on the Trust's charitable purpose, strategic direction, educational performance, values and long-term sustainability;
- work with the Chief Executive Officer and Director of Governance to ensure that the Board receives timely, accurate and appropriate information, advice and assurance to enable Trustees to discharge their responsibilities effectively;
- work with the Director of Governance and Chief Executive Officer to establish an effective annual cycle of Board business and ensure that agendas are appropriately focused on strategic priorities, significant risks, performance, assurance and matters reserved to the Board;
- chair meetings of the Board effectively, ensuring that appropriate time is given to significant matters, that Trustees are able to contribute fully, that constructive challenge and debate are encouraged, and that decisions are clearly reached and recorded;
- promote effective relationships between Trustees and between the Board and executive leadership, maintaining an appropriate distinction between the Board's governance role and the executive's responsibility for the operational leadership and management of the Trust;
- develop and maintain an effective professional relationship with the Chief Executive Officer, providing support and constructive challenge while ensuring that the Board holds the Chief Executive Officer to account for the performance and leadership of the Trust;
- lead, on behalf of the Board, arrangements for the appraisal and performance management of the Chief Executive Officer, in accordance with the Trust's agreed arrangements and any relevant delegation;
- support the effective contribution of all Trustees and, working with the Director of Governance, promote appropriate induction, development, succession planning and Board evaluation;
- ensure that the Board gives appropriate consideration to the views and experiences of pupils, parents and carers, staff, local governance bodies and the communities served by the Trust when fulfilling its responsibilities;

- promote effective working relationships between the Board, its committees and local governance bodies, ensuring that delegated governance contributes effectively to Board assurance and decision-making;
- support the proper identification, declaration and management of conflicts of interest and promote high standards of conduct across the Board;
- act as an ambassador for the Trust and its governance, representing the Board where appropriate while respecting the collective nature of Board decision-making;
- take urgent action between meetings of the Board only where such authority is provided by the Articles of Association, Scheme of Delegation or these Terms of Reference, consulting the Chief Executive Officer and/or relevant committee Chair where appropriate, and ensuring that any action taken is reported to and recorded at the next meeting of the Board; and
- undertake any other responsibilities specifically assigned to the Chair by the Articles of Association, Scheme of Delegation or a resolution of the Board.
- The Chair remains accountable to the Board and shall not act in place of the Board except where specific authority to do so has been provided.
- In the absence of the Chair, or where the office of Chair is vacant, the Vice-Chair shall undertake the Chair's responsibilities in accordance with the Articles of Association and these Terms of Reference.

4.2 Director of Governance

The Board shall appoint a Governance Professional in accordance with Article 81 and the Academy Trust Handbook. The Trust's Director of Governance may fulfil the role of Governance Professional where formally appointed to do so. Administrative clerking support may be provided by other members of the governance team under the direction of the Governance Professional.

The Director of Governance will:

- advise the Board, Chair, Chief Executive Officer and governance bodies on governance matters, including the application of the Articles of Association, Scheme of Delegation and these Terms of Reference;
- support the Board in maintaining an effective governance framework and ensure that governance arrangements, including the Scheme of Delegation and committee and local governance Terms of Reference, are kept under review;
- advise on Board and committee procedures, including meeting arrangements, decision-making, declarations and management of interests, and the proper recording of decisions;
- ensure that the Board receives appropriate governance advice, information and assurance to support the effective discharge of its responsibilities;
- support the Chair in the planning and effective conduct of Board business, including the development of the annual governance cycle and Board agendas;
- support Trustee induction, development, succession planning and Board effectiveness, including arrangements for governance self-evaluation and external governance review where appropriate;
- provide or coordinate appropriate governance reporting to the Board, including identifying material governance, compliance or procedural matters requiring the Board's attention;
- support effective communication and reporting between the Board, its committees, local governance bodies and executive leadership; and
- undertake the responsibilities of the Governance Professional to the Board where these form part of the Director of Governance's designated role.

4.3 Clerking

The Governance Officer will act in capacity as clerk. The clerk supports the Board in the effective and proper administration of its governance responsibilities.

The clerk shall convene meetings of the Board in accordance with Articles 109–111. Trustees shall normally receive written notice of the meeting, the agenda and supporting papers at least seven clear days before the meeting, subject to the provisions within the Articles for urgent business.

The clerk is accountable to the Director of Governance for the effective administration of its governance business and will have appropriate access to the Chair and Trustees in order to fulfil the role effectively.

5.0 MEETINGS

5.1 Subject to the Articles, the Trustees may regulate their proceedings as they think fit.

5.2 As provided by Article 109 of the Articles, the Board shall hold at least three meetings each year.

5.3 The Board has determined that it shall hold at least one meeting each term, the calendar of meeting dates to be agreed at the start of each academic year.

6.0 AUTHORITY, RESERVED MATTERS & DELEGATION

6.1 The Board shall determine and maintain a formal schedule of matters reserved for its decision and shall exercise those powers and functions which are reserved to it under the Articles of Association and the Scheme of Delegation.

6.2 In accordance with Article 105 of the Articles of Association, the Board may delegate such of its powers and functions as it considers appropriate to its committees, local/interim governing bodies, the Chief Executive Officer and other individuals holding executive office, as set out in the Scheme of Delegation.

6.3 Delegations shall operate within the authority of the Articles of Association and the Scheme of Delegation and may be subject to conditions determined by the Board. The Board may amend or revoke a delegation in accordance with the Articles of Association and the Scheme of Delegation.

6.4 Delegation of a power or function does not remove the Board's ultimate accountability for the governance, performance and proper conduct of the Trust.

6.5 Where a genuinely urgent decision is required between meetings of the Board and it is not reasonably practicable to convene a meeting of the Board, the Chair may take action on behalf of the Board, provided that the action is within the authority of the Board and is consistent with the Articles of Association and the Scheme of Delegation. Where appropriate, the Chair should consult the Chief Executive Officer and the relevant Committee Chair before taking such action.

6.6 Any decision taken by the Chair under clause 4.5, together with the reasons for the urgency, shall be reported to the next meeting of the Board and recorded in the minutes.

7.0 RESPONSIBILITIES

7.1 The business of the Trust shall be managed by the Board, which may exercise all the powers of the Trust in accordance with the Articles of Association.

7.2 The Board shall provide strategic leadership and oversight of the Trust, ensuring that it fulfils its charitable Object, vision and values and maintains high standards of governance. Its responsibilities include:

- determining and safeguarding the Trust's ethos, vision and values, ensuring they remain central to governance, strategy and decision-making;
- maintaining oversight of educational performance, standards and outcomes, and holding the Chief Executive Officer and senior leaders to account for delivery and improvement;
- ensuring the Trust is financially sustainable, approves and monitors the annual budget, and exercises effective stewardship of its financial, human and other resources;
- ensuring effective systems of governance, internal control, risk management, assurance and accountability are maintained;
- ensuring compliance with applicable legal, regulatory and funding requirements and with the Trust's Articles of Association and Scheme of Delegation;
- establishing and upholding the Trust's values, standards of conduct and culture, including its commitment to safeguarding and equality;
- overseeing the effectiveness of the Trust's governance arrangements, including delegated committees and local governing bodies, and ensuring appropriate reporting and accountability to the Board; and
- fulfilling its duties to the Trust's pupils, parents, staff, communities and other stakeholders and ensuring that the Trust remains focused on the achievement of its charitable Object.

8.0 POWERS

8.1 The Board shall exercise the powers of the Trust in accordance with the Articles of Association, applicable law and the Scheme of Delegation.

8.2 The Board may exercise all powers of the Trust, subject to any limitations, consents or conditions contained in the Articles of Association, applicable law, the Funding Agreement and other relevant regulatory requirements.

8.3 The Board may delegate or sub-delegate its powers and functions in accordance with the Articles of Association and the Scheme of Delegation. Delegation does not remove the Board's ultimate accountability for the proper governance and stewardship of the Trust.

9.0 DUTIES

9.1 The Board shall:

- determine and maintain the constitutional and procedural arrangements necessary for the effective governance of the Trust;
- appoint (in writing) and, where appropriate, remove; the Chair and Vice-Chair, Accounting Officer, Chief Executive Officer, Chief Financial Officer and other senior post-holders, in accordance with the Articles of Association, the Scheme of Delegation and the Academy Trust Handbook;
- establish such committees, Local Governing Bodies or other governance arrangements as it considers necessary, and determine their membership, Chairs and terms of reference in accordance with the Articles of Association and the Scheme of Delegation;

- determine which of its powers and functions are delegated and keep the Scheme of Delegation under regular review, including at least annually;
- approve the Trust's annual budget and monitor financial performance and sustainability;
- approve the Trust's annual report and financial statements;
- develop, approve, review and monitor the Trust Strategic Plan and ensure that the Trust's charitable Object, vision and values are being pursued through its strategic priorities and academy improvement plans;
- approve such policies, plans and frameworks as are reserved to the Board under the Policy Approval Schedule or Scheme of Delegation;
- oversee safeguarding, risk management, internal control, compliance and assurance arrangements, including effective confidential reporting arrangements;
- ensure that appropriate arrangements are in place for the declaration, recording and management of trustees' and governors' interests and any relevant conflicts of interest; and;
- receive and consider sufficient information and assurance to discharge its responsibilities and determine whether further action is required.