



TERMS OF REFERENCE

BOARD OF TRUSTEES

Terms of Reference - Board of Trustees

The Board of Trustees is appointed by the Members and is responsible for setting the strategic direction of the Trust and is directly accountable for the educational standards and financial management of the Trust and its schools and settings. In particular:

- Defining and communicating a vision for the Trust and its schools and settings
- Setting and monitoring of standards for achievement of the vision of the Trust
- Financial management and performance of the Trust.
- Ensuring the effective safeguarding of all those involved with the Trust.
- Strategic oversight of the centralised services provided by the Trust.

The Board of Trustees is constituted as per the Articles of Association for the Mowbray Education Trust. Providing that the Chief Executive Officer agrees to act in this capacity, the Members may, by ordinary resolution, appoint the Chief Executive Officer of the Trust (CEO) as a Trustee.

A condition of the Academies Financial Handbook is to appoint a Clerk to Board.

The Board of Trustees sets and approves the terms of reference for each of its constituted committees and for any short-term working groups. All terms of reference are reviewed annually.

Membership

The number of Trustees shall be not less than five but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being co-opted by Trustees who themselves were not appointed in this way (e.g. founding trustees).

Appointments shall be based on a skills audit of the Board and recruits may be directly approached if they match the requisite skill set, or may be brought to the attention of the Board through open recruitment. The Board will be mindful of equality and diversity and actively seeks representation from under-represented groups.

All Trustee appointments are subject to rigorous pre-appointment checks.

Trustees are appointed for a four-year term, which is once renewable, subject to consistent satisfactory participation in governance meetings and Board business, as reviewed by the Board. Decisions to facilitate second tenures will be made on the basis of Board consensus.

Chair of Trustees

The Trust Board shall appoint an individual from among their number to act as Chair. The appointee will be elected by the Board on an annual basis at the final Board meeting of an academic year. The role is annually renewable and subject to a 360-degree appraisal. The role of Chair may be fulfilled for a maximum of 4 consecutive years.

The main role of the Chair is to chair meetings of the Trust Board. The Chair also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team. The Chair, in conjunction with the CEO, line manages the Company Secretary & Clerk to Board.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association, the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out specific functions (for example, the power to approve an overspend in a certain area of the budget or conduct the CEO's appraisal) then this must be expressly delegated to the Chair by the Trust Board. An annual programme of work for the Chair of Trustees should be agreed with the Board at the first meeting of the academic year.

Deputy Chair of Trustees & Senior Independent Director

A Deputy Chair will be elected by the Board on an annual basis at the final Board meeting of an academic year. The main role of the Deputy Chair of Trustees is to chair any meetings of the Board where the Chair is absent, or to act as the Chair when the office of Chair is vacant. A portfolio of activities will be agreed with the Chair of Trustees,

forming an annual programme of work for the Deputy Chair of Trustees, outside of the meeting commitments. In their role as Senior Independent Director (SID) the Deputy Chair shall support the Chair in their role and act as an intermediary for other Trustees when necessary. The SID leads the Trustees' oversight of the Chair and ensures a clear division of responsibility between the Chair and CEO.

Meetings of Trustees

There will be a minimum of four meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles. Subject to the Articles the Trustees may regulate their proceedings as they see fit. In determining the agenda for Trust Board and 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 Financial Handbook (or successor documents)
 - Receiving and considering information on financial performance at least four times a year; and
 - Taking appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Company Secretary & Clerk to Board shall prepare an annual business plan for the meetings of the Trustees.

The Trustees are responsible for the governance and supervision of the Trust and all of the Trust's governance committees. They have a number of duties and responsibilities relating to the governance of the Trust and its finances. In summary, the Trustees are responsible for:

- Establishing the vision, mission and values for the Trust
- Carrying on the Trust in accordance with the objects of the Trust as set out in the Articles of Association and safeguarding the assets of the Trust
- Designing strategy and structure for the operation of the Trust
- The delegation of the running of the schools and the direction of the education, pastoral care, financial and other policies of the Academies
- Ensuring the sound management and administration of the Trust by executive leaders and ensuring they are equipped with the relevant skills and guidance
- Financial controls and the financial management of the Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Trust
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- Risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Trust; and
- Ensuring the Trust and its Academies/Settings are conducted in compliance with data protection and general laws.

Meeting quoracy

Subject to the Articles, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any five 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 in each case present at the meeting and entitled to vote on the matters to be resolved.

The Trustees may act notwithstanding any vacancies in their number, but, if the numbers 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.

In accordance with the Articles, any vote on the removal of a Trustee and any vote on the removal of the Chair of the Trustees must have a quorum of 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.

Voting

Subject to the Articles, 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 chairperson shall have a casting vote in addition to any other vote she/he may have.

Delegation of powers of Trustees

Trusteeship 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 its schools and settings, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine which decisions it will take for itself, which will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and which will be delegated to the executive leadership team. 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, 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 Mowbray Education Trust is outlined in the Scheme of Delegation and includes delegation to a number of functionaries including the CEO, the Executive Team and Head teachers. The Scheme of Delegation also outlines the role of the Scrutiny Panels, focusing on Curriculum, Performance; and School Improvement.

The Trust Board may routinely delegate to three executive committees to fulfil some of its responsibilities:

Governance & Remuneration Committee – overall responsibility for executive leaders' pay and performance, quality of governance at all levels, effectiveness of the governance structure, governance search and recruitment, governance volunteers' skills audit and CPD. This committee will critique the Trust's accountability and delegation framework and make recommendations to the Board. This committee will meet a minimum of twice in an academic year.

Audit, Finance & Resources Committee – overall responsibility for financial management and setting of budgets and income generation, approval of spending over £10k, assets, internal and external audit, staffing and personnel management, estates management, operational and trust-wide policies and practices relating to finances, risk, health and safety, staff performance and behaviours. This committee will meet a minimum of three times in an academic year

Quality of Education Committee – overall responsibility for ensuring high standards of achievement and improved performance, to focus on schools’ statutory duties, Ofsted readiness and assessment, and to guide the focus of the three Scrutiny Panels and analyse their feedback. This committee will meet a minimum of three times in an academic year.

Other formal delegated responsibilities - The Trust Board additionally delegates authority to a Board of Directors who oversee the operations of a separate limited company – **Mowbray Education Services Ltd**. The scope of the limited company is specifically in relation to the Trust’s pre-school SEND provision called The Retreat, and its pre-school called the Oasis Family Centre. Directors of the limited company are found from within the Board of Directors for Mowbray Education Trust and whilst legally and financially responsible for the operation of the limited company, defer strategic decision-making to the Board of Trustees. This is due to the fact that the Trust bears the liability for any loss incurred by the limited company.

Regulation, legislation and abiding to the Trust’s internal policies

Though not an exhaustive list, Trustees are individually and severally required to abide by the following:

- The legal duties of charity trustees (Charity Commission)
- The legal duties of company directors, under the Companies Act of 2006 (Companies House)
- The Data Protection Act, 2018
- The Equalities Act, 2010
- The Education Act, 2002
- Keeping Children Safe in Education (DfE, revised annually)
- The Directors’ Code of Conduct (MET)
- Payment to Trustees Policy (MET)
- Declaration of Business and Personal/Familial Interests (MET)
- Whistleblowing Policy (MET)
- Complaints Policy (MET)

Best practice governance

MET’s Board of Trustees aspires to meet the best practice guidance set down in the Governance Handbook, the Governance Competency Framework, the Academies Financial Handbook and the ongoing advisory guidance provided by Leicestershire’s Governor Support and Development Service, The National Governance Association, and the Confederation of School Trusts.