



Nurturing inclusive learning communities

Board of Trustees

Terms of Reference 2023-24

1. Introduction & Purpose

- 1.1. The Board of Trustees (the “Board”) are the Directors of the charitable company for the purposes of company law and are responsible to the “Members” of Ethos Academy Trust.
- 1.2. The Board of Trustees (“the Board”) of Ethos Academy Trust (“the Trust”) is responsible for the governance of all the academies within the Trust. It is responsible for all decisions relating to how each academy is run and holds the ultimate accountability for the effectiveness of the Trust’s academies.
- 1.3. Under the Trust Scheme of Delegation, operational responsibility for individual academies is predominantly delegated to the Headteachers and CEO.
- 1.4. Although the Board may delegate its functions to committees and the Leadership, it remains fully accountable for them and has a duty to intervene as and when necessary, including removing all or any of the delegated functions (including those relating to staffing and budget) if it deems that it would be in the best interests of learners and staff.
- 1.5. If there is any discrepancy between these Terms of Reference and the Trust’s Articles or its Scheme of Delegation, the Articles and Scheme of Delegation shall take precedence over these Terms of Reference in that order.

2. Scope of the Board’s duties and responsibilities

- 2.1. In respect of governance:
 - a) the development and promotion of the Trust’s overall vision, core beliefs and values;
 - b) to review, adopt and monitor the Trust’s statutory policies and procedures;
 - c) determining the level of delegation to each Committee of the Board, CEO, and Headteacher and Academy Performance Review Committee (if applicable) and setting all Terms of Reference;
 - d) have the right to intervene in the governance of an academy where it has serious cause for concern in student performance, student safety, financial mismanagement or ineffective governance or management;
 - e) recommend appointments of new Trustees to Trust Members;
 - f) provide orientation and training for its Trustees and Academy Performance Review Committee representatives;
 - g) ensure that new Trustee induction is completed within 4 weeks of taking up post;
 - h) evaluate the performance of individual Trustees and the Board as a whole on an annual basis;
 - i) review the performance of the clerk;
 - j) ensure compliance with charity, education and company law;
 - k) provision of administrative, advisory and support services, as required;
 - l) ensure that the Academy Trust has all statutory policies in place and that they are effectively discharged at the Academies;
 - m) keep their individual register of interests up to date at all times.
- 2.2. In respect of strategic management:
 - a) acting as the admissions authority for all Trust academies, determine the admissions arrangements for all academies and review annually;
 - b) recruitment and dismissal of Trust Centre staff and Executive Leaders (including the CEO, Director of Education, Executive Head / Headteacher / Head of School);
 - c) approval of HR / Employment policies and procedures;
 - d) ensuring the Trust’s employment practices are legally compliant and in-keeping with the Trust’s ethos and values;
 - e) ensuring the health and wellbeing of employees is respected and promoted;
 - f) ensuring health and safety issues / concerns are regularly reported to the Board;
 - g) academy target-setting and development/school improvement plan sign off;
 - h) approval of the Trust’s consolidated annual budget;
 - i) approval of salary scales, staff pay, contractual changes and other employment terms and

conditions;

- j) appointment of Chair and Vice Chair of the Board each school year;
- k) ensure all appropriate insurance arrangements are in place.

2.3. In relation to financial management and reporting requirements:

- a) take ownership of the Trust's financial sustainability and its ability to operate as a going concern;
- b) take a longer term view of the trust's financial plans consistent with the requirement to submit three-year budget forecasts to ESFA;
- c) approval of the School Support Charge from the Trust to the academies;
- d) procurement of goods, works or services which exceeds the EU procurement thresholds;
- e) authorising the opening of a bank account;
- f) ensuring compliance with financial management and reporting requirements;
- g) approval of Trust year end consolidated statutory accounts.

2.4. In respect of risk management:

- a) ensuring that management identifies the principal risks of the Trust's business and implements appropriate systems to manage those risks;
- b) have ultimate oversight of the risk register and monitor and evaluate risk as a Board a minimum of once per year.

2.5. In respect of education and curriculum:

- a) development of the Trust's overall educational model;
- b) curriculum and assessment provision and support in core subject areas and specialisms;
- c) support for school improvement and development plan implementation;
- d) monitoring of the academies' performance against attainment targets;
- e) ensuring that effective safeguarding procedures are in place across the Trust and its academies;
- f) providing effective challenge on educational performance and progress to ensure the best possible outcomes for all children;
- g) setting the values, aims and objectives for the Academies, ensuring that they are aligned with those of the Trust;
- h) approving and keeping under review the policy/procedure framework for achieving the aims and objectives;
- i) determining the educational offer in line with the Trust's curriculum strategy;
- j) setting performance targets and developing the individual Academy Development Plans (ADP), to contain systematic procedures for monitoring and evaluation;
- k) providing effective challenge on educational performance and progress to ensure the best possible outcomes for all children;
- l) monitoring and evaluating the implementation and effectiveness of the ADPs;
- m) monitoring attainment and progress against performance targets and appropriate benchmarks (to include a focus on all vulnerable groups, including pupils entitled to Pupil Premium);
- n) ensuring that the needs of children with special educational needs are met, in line with DfE guidance document Special Educational Needs and Disability Code of Practice: 0-25 Years;
- o) approval of the provision of educational programmes, extended school funding and leadership training;
- p) coordination of the sharing of curriculum and other best practice across the Trust;
- q) monitoring student behaviour, suspensions, exclusions and attendance and overseeing pupil discipline, including considering appeals against any decision to exclude pupils.

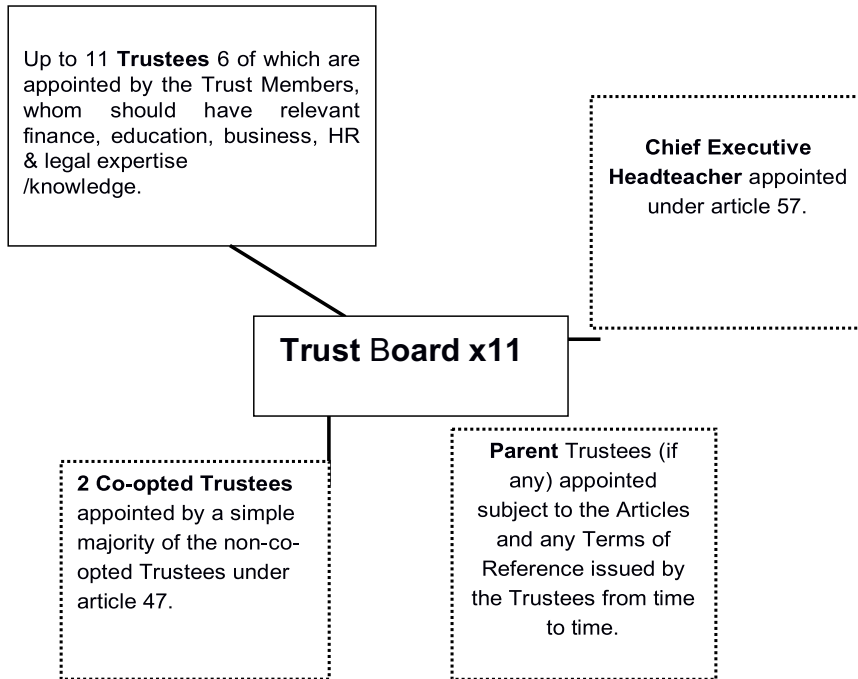
2.6. Other:

- a) supporting marketing and PR initiatives (jointly with the Trust as required);
- b) all Trustees have a duty to act honestly and in good faith, with a view to promoting the best interests of the Trust and to observe the duties set out in the Directors' Code of Conduct.

Some duties and responsibilities are fulfilled through the delegation to Committees, including approval of policies as appropriate. All Committee decisions will be reported to the Board of Trustees at each Board Meeting.

3. Constitution and Membership

3.1. The Board (as of 1.9.18) shall be made up as follows; as per the Articles of Association:



..... : Optional and subject to approval by the Members

- 3.2. There must be a minimum of three Trustees at any time. All Trustees must be aged 18 or over.
- 3.3. No more than one third of the Trustees may be employees of the Trust at any time.
- 3.4. The Secretary of State has intervention powers which, in certain circumstances, may be used to appoint additional Trustees; to suspend the Trust's power of appointment; and to cause serving Trustees to resign.
- 3.5. **Membership:** a maximum of 11 Trustees
Quorum: 3 Trustees or one third of Trustees holding office at the time of the meeting (whichever is greater, rounded up to a whole number) in line with the Articles.
In attendance (agreed in advance by the Chair): CEO, Finance Director, Clerk and other advisor or employee linked to an agenda item

4. Frequency of Meetings and Administration

- 4.1. The Board will meet a minimum of four times per annum, as required to fulfil the Trust's legal and statutory duties. Extraordinary meetings may be called at short notice if there are urgent issues that need board discussion and/or decision.
- 4.2. The Board shall for each year elect a Chair and Vice Chair from among their number (an employee of the MAT is not eligible for election). The person shall cease to hold office if:
 - They cease to be a Director/Trustee
 - If they are employed by the Company
 - If they are removed from office as per the Articles
- 4.3. The Trust will appoint a clerk to the Board.
- 4.4. The Clerk to the Board shall circulate minutes of meetings, agendas and all associated meeting paperwork in advance of the Board meeting.
- 4.5. Where the Chair is absent from any meeting, the Vice Chair shall act as Chair, if both are absent then the Committee shall elect one of their number to act as Chair. The Clerk shall act as Chair during any part of a meeting at which the Chair is elected.
- 4.6. Every item to be decided at a meeting of the Board of 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 Chair of the meeting shall have a second or casting vote.
- 4.7. No resolution of the Board of Trustees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 4.8. Decisions may, at times, be required outside of Board of Trustee meetings. In such circumstances Trustees can vote via e-mail through the Clerk.
- 4.9. Where there is an equal division of votes, the Chair of Trustees shall have a second or casting vote.
- 4.10. The Clerk to the Board will keep a record of e-mail responses to the decision. At the next meeting the decision will be formally ratified, recorded in the minutes and the e-mails attached to the meeting minutes and papers.

5. Sign Off

Approved by Board of Trustees on:	14/09/2023
Next review date:	September 2024