

THE LEARNING PARTNERSHIP TRUST
TRUST BOARD OF DIRECTORS
TERMS OF REFERENCE

1. POWERS OF THE TRUST BOARD OF DIRECTORS

- 1.1. The Directors 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 Academies Finance 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 (*Article 100b*) and to regulate their proceedings (*Articles 101*),
- 1.7. to establish Local Governing Bodies (*Article 100a*) and to regulate their proceedings (*Articles 104*),
- 1.8. to appoint the Chief Executive, Executive Headteacher, Headteachers and Heads of School of the Academies (*Article 107*),
- 1.9. to delegate powers and functions to any Director, Governor, Committee or Head Teacher as they consider desirable (*Article 105-6*).
- 1.10. The Directors shall have the right to intervene in the governance of an academy where it has serious cause for concern including;
 - 1.10.1. Standards of performance of pupils at the Academy are unacceptably low,
 - 1.10.2. Serious breakdown in the way the Academy 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. The Articles of Association is attached as [Annex 1](#).
- 1.12. The Master Funding Agreement is attached as [Annex 2](#).

2. COMPOSITION AND APPOINTMENT OF THE BOARD OF DIRECTORS

- 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 eight (8) Directors appointed by the Members (*Article 46a*),
 - 2.1.2. the CEO (*Article 46b*),
 - 2.1.3. Co-opted Directors appointed by the Directors (*Article 47*).
- 2.2. The appointment of Directors shall be as set out in the Articles of Association, in particular;
 - 2.2.1. The total number of Directors employed by the Trust shall not exceed one-third of the total number of Directors,

2.2.2. The Directors shall agree by simple majority the appointment of Co-opted Directors under Article 58.

2.3. The Trust Board of Directors shall support each Academy Local Governing Body to make all necessary arrangements for the election of a minimum of two Parent Governors by parents of registered pupils at each Academy (Articles 53-56).

3. TERM OF OFFICE FOR DIRECTORS

3.1. The Term of Office for all Directors except the Chief Executive 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 Directors shall meet in November/December to approve the Trust Audited Accounts and Annual Report,

4.1.3. The Directors 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 five (5) persons or number of persons at least equal to one thirds (1/3) who are at the time Directors 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 Directors 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 Directors present and eligible to vote on the question. In the event that there are equal votes on the question then 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 and they shall be elected at the first meeting of each school year (Article 82) and, in particular;

5.2. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Clerk to the Directors,

5.3. Directors shall submit written nominations 14 days prior to the meeting. A Director can nominate him/herself for office and does not need to be present,

5.4. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one nominee, the remaining Directors will take a vote by secret ballot and the Clerk will tally the votes,

5.5. 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 Governors 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 & ADVISORS

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 & Operations Committee shall be permanently constituted as required by Funding Agreement.

6.2. The current Committee structure, Terms of Reference, Delegated Powers and Membership shall be detailed as [Annex 3](#).

6.3. The Directors shall agree whether to appoint non-Directors as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Directors before a vote can be taken (Article 101).

- 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 Directors (not just those on the committee),
 - 6.4.3. Minutes will be circulated to all Directors (not just those on the committee),
 - 6.4.4. Minutes will be signed by the Committee Chairman at the next committee meeting to verify that the minutes are a true record,
 - 6.4.5. Any Director may attend a committee meeting but only named committee members may vote.
7. **DELEGATION OF POWERS TO COMMITTEES, ADVISORS, GOVERNORS AND CHIEF EXECUTIVE**
- 7.1. The Trust Board shall agree the delegation of functions to Trust Committees, Local Governing Bodies and Chief Executive at the first meeting of the Trust Board each school year. The Scheme of Delegation shall be detailed as [Annex 4](#).
 - 7.2. The Trust Board shall retain the following governance responsibilities;
 - 7.2.1. Approve Trust Board Terms of Reference (SoD 1.2),
 - 7.2.2. Approve Trust Scheme of Delegation (SoD 1.3),
 - 7.2.3. Approve further academies joining the Trust (SoD 1.4),
 - 7.2.4. Establish Trust Committees (SoD 1.5),
 - 7.2.5. Approve Trust Committee Terms of Reference (SoD 1.6),
 - 7.2.6. Approve Local Governing Body Terms of Reference (SoD 1.7),
 - 7.2.7. Elect (and remove) of Trust Board Chair (SoD 1.9),
 - 7.2.8. Approve the appointment of the Chair of a Local Governing Body (SoD 1.10) and remove in exceptional circumstances such as those listed in clause 1.10 of these Terms (SoD 1.11),
 - 7.2.9. Appoint (and remove) Trust Governors to Local Governing Bodies (SoD 1.13),
 - 7.2.10. Appoint (and remove) Chair(s) of Trust Committees (SoD 1.14),
 - 7.2.11. Appoint (and remove) members of Trust Committees (SoD 1.15),
 - 7.2.12. Appoint (and remove) the Clerk to the Directors (SoD 1.16) and appoint (and remove) the Clerk to the LGB (SoD 1.17)
 - 7.2.13. Approve the calendar of Trust Board and LGB meetings (SoD 1.18).
 - 7.3. The Trust Board shall retain the following strategic and financial responsibilities;
 - 7.3.1. Approve the Trust Strategic Plan (SoD 2.1),
 - 7.3.2. Approve Academy Performance Targets and Performance Review (SoD 2.2-3),
 - 7.3.3. Approve the Academy annual plan (SoD 2.4),
 - 7.3.4. Approve the Trust and Academy staffing structures (SoD 4.1-2)
 - 7.3.5. Appointment of the CEO(SoD 4.3),
 - 7.3.6. Approve the appointment of each Academy Headteacher or Head of School (SoD 4.5),
 - 7.3.7. Approve Trust Financial Regulations & Procedures (SoD 5.1-2),
 - 7.3.8. Appoint the Trust Auditors (SoD 5.3),
 - 7.3.9. Approve Trust and Academy Annual budgets (SoD 5.4 & 5.10),

- 7.3.10. Approve the Academy times, term dates and holidays (SoD 7.1),
- 7.3.11. Approve the expansion or extension of provision for an Academy (SoD 7.2-4) and
- 7.3.12. Approve Trust Admissions policies (SoD 7.17).

8. APPOINTMENT OF ACADEMY HEADTEACHERS

- 8.1. The Local Governing Body of an academy shall lead the process to appoint the Headteacher or Head of School and set up an appointment panel including up to three Governors of which one shall be a Director, the Chief Executive and a further Director.
- 8.2. This Appointment panel shall manage the appointment process and make a recommendation for the appointment of a candidate to the Trust Board giving the views of the Chief Executive and Trust Directors 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 or Head of School.
- 8.4. In the event the Trust Board does not approve the appointment of a recommended candidate as Headteacher or Head of School, they shall provide a clear explanation to the Local Governing Body.

9. APPOINTMENT OF THE ACCOUNTING OFFICER

- 9.1. The Directors shall appoint the CEO/Executive Headteacher as Accounting Officer with personal responsibility to the Governing Body 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 Director nor a Member. If a Company Secretary is not appointed then one of the Directors will be appointed to carry out the functions below.
- 10.2. The Company Secretary shall;
 - 10.2.1. Keep records such as registers of directors 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 Directors 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 Directors' meetings,
 - 10.2.7. Convene meetings of Directors 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 Directors and maintain a risk register.

11. APPOINTMENT OF A CLERK

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

12. DIRECTORS' EXPENSES

12.1. The Academy Trust shall reimburse exceptional expenses incurred by Directors in line with the relevant policy.

DECLARATION

The Board of Directors, at its meeting on 21st November 2018 resolved to adopt these Terms of Reference. A copy has been forwarded to the Clerk to the Directors 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

ANNEX 1: Trust Articles of Association

ANNEX 2: Master & Supplementary Funding Agreements

ANNEX 3: Trust Committee structure, Terms of Reference and Membership

ANNEX 4: Trust Scheme of Delegation

ANNEX 3: Trust Committee structure, Terms of Reference and Membership

Name	Role
Diane Hancock	Chair
Allan Wilton	Vice Chair
John Clements	CEO/CAO
Victoria Marrow	Director/CFO
Christopher Hancock	Director
Iain Gilchrist	Director
Michelle Dawson	Director
Jacqueline Castle	Director
Neil Cobbe	Director

**THE LEARNING PARTNERSHIP TRUST
SCHEME OF DELEGATION**

Introduction

The Scheme of Delegation sets out the delegated powers between the different bodies involved in the governance and operation of the Multi Academy Trust and member academies.

The bodies may include:

1. Trust Members
2. Trust Board of Directors
3. Trust Finance & Audit Committee
4. Local Governing Body
5. Trust Chief Executive Officer & Executive Headteacher
6. Leadership group of Headteachers and Heads of School
7. Headteacher of individual academies

The delegated powers are broken down into different levels in line with the Trust’s principles of governance, leadership and operation. The delegated autonomy for individual academies is aligned with the need for the Trust to fulfil its corporate responsibilities and accountabilities to the Department for Education, Education Funding Agency, Charities Commission, HMRC and Companies House.

The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (A)
- Recommend (R)
- Propose (P)
- Develop (D)
- Monitor & Report (M)
- Consulted (C)
- Implement (I)

The Scheme of Delegation should be read in conjunction with the Terms of Reference for the relevant body. While the Scheme is designed to be comprehensive it will not cover every task.

Trust Policies

A key task for the Trust is to develop and monitor a range of policies that member academies are expected to adopt. These policies may include those listed below.

<u>Academy & Pupil Policies</u>	<u>Employment & Staff Policies</u>
Curriculum	Pay & Remuneration
Teaching & Learning	Performance Management & Appraisal Review
Sex Education	Disciplinary
Religious Education	Re-structuring and Redundancy
Child Welfare & Safeguarding	Job Role, Grade & Salary
Attendance	Grievance
Pupil Behaviour & Exclusions	Capability
Pupil Premium	Whistleblowing
Health & Safety	Employee Health & Safety
Academy Trips	<u>Financial Policies</u>
Complaints	Financial Regulations & Procedures
SEN & Inclusion	Asset Management
Admissions	

#	Task Key: Approve (A), Recommend (R) Propose (P), Develop (D), Monitor & Report (M), Consulted (C), Implement (I)	Notes	Board	Fin Cttee	LGB	CEO/EHT	Ldr Grp	HT
1.	Governance							
1.1.	Approve Trust Articles of Association	Members only	R					
1.2.	Approve Trust Board Terms of Reference		A			P		
1.3.	Approve Trust Scheme of Delegation		A			P		
1.4.	Approve new convertor or sponsored academies joining MAT		A					
1.5.	Establish Trust Committees		A					
1.6.	Approve Trust Committee Terms of Reference		A					
1.7.	Approve Local Governing Body (LGB) Terms of Reference		A		P	P		
1.8.	Establish LGB working groups				A			R
1.9.	Appoint Chair of Trust Board		A					
1.10.	Appoint Chair of LGB		A		R			
1.11.	Remove Chair of LGB	In exceptional circumstances	A		A			
1.12.	Appoint (and remove) Vice Chair of LGB				A			
1.13.	Appoint (and remove) LGB members	As per agreed composition	A		R			
1.14.	Appoint (and remove) Chair(s) of Trust Committees		A					
1.15.	Appoint (and remove) Trust Committee members	As per agreed composition	A					
1.16.	Appoint (and remove) Clerk to Trust Board		A					
1.17.	Appoint (and remove) Clerk to LGB		A					
1.18.	Organise calendar of Trust Board and LGB meetings		A			R		
1.19.	Approve Directors Expenses Policy		A					
2.	Trust & Academy Performance, Curriculum and Teaching							
2.1.	Trust Strategic Plan		A	C		R	C	
2.2.	Academic Performance Targets		A		RM	P	C	D
2.3.	Academy Performance Review <i>e.g. SEF</i>		A		RM	P	C	D
2.4.	Academy 1 Year Plan		A		RM	P	C	D
2.5.	Teaching & Learning Policy		A		C	R	C	
2.6.	Curriculum Policy		A		C	R	C	
2.7.	Sex Education policy		A		C	R	C	
2.8.	Religious Education policy		A		C	R	C	
2.9.	SEN & Inclusion policy		A		C	R	C	
2.10.	Trust Staff Development Plan					A	C	
2.11.	Academy Staff Development Plan					A	C	R
2.12.	Trust Inset Days					A	C	
3.	Staff Policies and Pay							
3.1.	Pay & Remuneration Policy		A	R	M	P		
3.2.	Job Role Salary & Grading Policy		A	R	M	P		
3.3.	Changes to Employee Terms & Conditions or Collective Agreements		A			R		
3.4.	Adoption of Transferring Policies and Collective Agreements		A			R		

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3.5.	Teachers Annual Pay Award		A	R		P		
3.6.	Support Staff Annual Pay Award		A	R		P		
3.7.	Individual Performance Pay Awards	As per agreed budget				A		RI
3.8.	Performance Management & Appraisal Review Policy		A		M	R		I
3.9.	Disciplinary Policy		A		M	R		I
3.10.	Grievance Policy		A		M	R		I
3.11.	Capability Policy		A		M	R		I
3.12.	Whistleblowing Policy		A		M	R		I
3.13.	Re-structuring & Redundancy Policy		A		M	RI		
3.14.	Employee Health & Safety Policy		A		M	RI		
4.	Staff Management							
4.1.	Trust staff structure		A	C		RI	C	
4.2.	Academy staff structure		A	C	C	R	C	PI
4.3.	CEO/Exec Headteacher appointment		AI					
4.4.	Trust leadership structure		A		C	R	C	
4.5.	Headteacher appointment	As per agreed process	A		RI	C		
4.6.	Senior leadership appointments				C	A	C	RI
4.7.	Teaching and support staff appointments	As per agreed structure and budget				C		AI
4.8.	Suspension of CEO/Exec Headteacher		AI					
4.9.	Return of CEO/Exec Headteacher after suspension		AI					
4.10.	Dismissal of CEO/Exec Headteacher		AI					
4.11.	Suspension of Headteacher	As per agreed policy	A		C	RI		
4.12.	Return of Headteacher after suspension		A		C	RI		
4.13.	Dismissal of Headteacher	As per agreed policy	A		C	RI		
4.14.	Suspension of teaching and support staff	As per agreed policy			C	A		RI
4.15.	Return of teaching and support staff after suspension				C	A		RI
4.16.	Redundancy of staff		A		C	RI		P
4.17.	Restructuring of staff		A		C	RI		P
5.	Financial Governance & Management							
5.1.	Trust & Academy Financial Regulations		A	RM	M	P		
5.2.	Trust & Academy Financial Procedures		A	RM	M	P		
5.3.	Appoint Trust auditors		A	R				
5.4.	Trust 1 year Budget		A	RM		P	C	
5.5.	Trust Interim Year End Accounts			A				
5.6.	Trust Annual Accounts		A	R				
5.7.	Trustees Report		A	R		I		
5.8.	Trust Academies Accounts Return to EFA			A		I		
5.9.	Response to Auditor's Management Letter		A	R				
5.10.	Academy 1 year Budget		A	RM	CM	P	C	D
5.11.	Academy YTD reports		A	RM	CM	P	C	D

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5.12.	Academy Interim Year End Accounts			A	C	P		D
5.13.	Academy Accounts Return to EFA			A		I		
6.	Financial Authorisation							
6.1.	Expenditure or contracts up to Lower Limit (£10k)					A		A
6.2.	Expenditure or contracts from Lower Limit to Upper Limit (£25k)					A		P
6.3.	Expenditure or contracts from Upper Limit to OJEU limit			A		R		P
6.4.	Expenditure over OJEU limit		A	R		P		
6.5.	Disposals or write off of stock, assets or debts up to Lower Limit					A		A
6.6.	Disposals or write off of stock, assets or debts from Lower Limit to Upper Limit			A		R		
6.7.	Disposals or write off of stock, assets or debts over Upper Limit (up to AFH limit)		A	R		P		
6.8.	Compensation payments up to £50,000		A	C		R		
7.	Academy Policies & Procedures							
7.1.	Academy times, terms and holidays		A		C	R	C	P
7.2.	Change of Academy Age Range		A		C	R	C	P
7.3.	Expansion of Academy PAN		A		C	R	C	P
7.4.	Extension of Academy provision (EYFS)		A		C	R	C	P
7.5.	Child Welfare & Safeguarding Policy		A		CM	R	C	P
7.6.	Attendance Policy & Plan		A		CM	R	C	P
7.7.	Pupil Premium Policy		A		CM	R	C	P
7.8.	Pupil Premium Plan		A		CM	R	C	P
7.9.	Academy Trips Policy		A			R	C	PI
7.10.	Pupil Behaviour & Exclusions Policy		A		CM	R	C	PI
7.11.	Short-term Exclusion	As per agreed policy			A	C		I
7.12.	Return after short-term exclusion	As per agreed policy				C		A
7.13.	Permanent Exclusions	As per agreed policy			A	R		P
7.14.	Appeals against Permanent Exclusion				I			
7.15.	Complaints Policy		AM		C	R	C	
7.16.	Complaints Appeals	Independent panel	I					
7.17.	Admissions Policy		A		CM	R	C	P
7.18.	Allocation of places against Admissions Policy				I			
7.19.	Admissions Appeals	Independent panel			I			
7.20.	Academy prospectus					A		
7.21.	Academy website		AM			RI		
7.22.	Academy logo & branding		A		C	R	C	
7.23.	Academy uniform		A		C	R	C	
7.24.	Extended services on-site					A	C	R
8.	Premises & Assets							
8.1.	Asset Management Policy		A	RM		PI		
8.2.	Health & Safety Policy		A	RM	M	PI		

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8.3.	Asset Management Plan			AM	C	R	C	P