



## Inspiring Primaries Academy Trust Trust Board Terms of Reference

### MEMBERSHIP

- The Members shall appoint a minimum of 5 Trustees.
- The CEO shall be a Trustee (executive) for as long as they remain in office as such.
- The Trust Board may appoint up to 2 Co-opted Trustees under Article 58 with the consent of the Diocesan Board of Education.
- The term of office for any Trustee (not Co-opted or CEO) shall be four years and any Trustee may be re-appointed.
- Each school year, the Trustees shall elect a Chair and Vice Chair from the non-executive Trustees.
- The Clerk to the Trust Board shall act as Chair during the part of the meeting where the Chair is elected.
- The Chair of the Governance Committee and the Trust's DFO and FM are invitees to all meetings of the Trust Board.

### ACCOUNTABILITY AND PURPOSE

- The Trust Board manages the business of the Trust to expend the funds in such a manner considered most beneficial for the achievement of the Trust's objects, entering into contracts on behalf of the Trust.
- The Trust Board takes a strategic role, acts as a critical friend to the academies and is accountable for decisions made. It sets aims and objectives and agrees on decisions recommended by committees, providing strategic direction to support and challenge all levels within the Trust.
- Any conflicts of interest must be declared as soon as a Trustee becomes aware of it and the Trustee must then absent themselves from any discussions and decisions in which the conflict may arise.
- To consider safeguarding and equalities implications when making decisions.

### ROLES AND RESPONSIBILITIES

#### **The role of the Chair of the Trust Board (Disqualification: CEO and employees of the Trust)**

- Ensure the strategic direction of Inspiring Primaries Academy Trust (Trust) whilst offering effective support and challenge at all levels of the organisation.
- To ensure the business of the Trust Board is conducted properly, in accordance with legal requirements.
- To ensure any decisions taken are done so in accordance with the Trust's scheme of delegation.
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available.
- To ensure that all attendees have an equal opportunity to participate in discussion and decision-making.
- To establish and foster an effective relationship with the Chief Executive Officer (CEO), Chief Financial Officer (CFO/DFO), and Executive Principals/Headteachers within the Trust based on trust and mutual respect for each other's roles.

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- Receive and review the monthly accounts.

#### **The role of the CEO (executive Trustee)**

- Offer effective support and challenge to executive staff and school leaders.
- Develop and ensure the strategic direction of the Trust.
- To be the Accounting Officer of the Trust with the responsibilities set out in the ATH.
- To advise the Trust Board so the business of the Trust Board is conducted properly, in accordance with legal requirements.
- To advise the Trust Board on so that any decisions taken are done so in accordance with the scheme of delegation.
- To establish and foster an effective relationship with the Chair of the Trust Board, Chairs of the Local Governing Bodies (LGBs) and Executive Principals/Headteachers/Heads of Schools within the Trust based on trust and mutual respect for each other's roles.
- To effectively deploy the staff and resources of the Trust as required.
- To engage with stakeholders.

#### **The role of the Executive Principal / Headteacher**

- Offer effective support and challenge to other school leaders.
- To raise the standards of attainment and progress within their school/s.
- To establish and foster an effective relationship with the Chair of the LGB, the CEO, DFO and FM based on trust and mutual respect for each other's roles.
- To ensure any decisions taken are done so in accordance with the scheme of delegation.
- To engage with stakeholders.

#### **The role of the DFO (CFO for EFSA purposes)**

- Offer effective support and training to school business teams.
- Offer effective support, advice and guidance to the CEO, Trust Board and LGBs.
- Ensure sound and effective financial management across the Trust.
- To establish and maintain an up to date 3-year financial plan.
- To consider a budget position statement including virement decisions at least termly and to report significant anomalies from the anticipated position to the Trustees.
- To ensure that all schools operate within Financial Regulations.
- To make decisions in respect of Trust service level agreements.
- Ensure that all allegations of fraud and irregularity are properly followed up and control weaknesses addressed, notifying the Trust Board of all cases.
- Ascertain whether the financial results and conditions satisfy the criteria for lenders, material agreements, applicable laws and insurers.
- Draw to the attention of the Trust Board all financial matters which may materially affect the current or future position of all schools within the Trust.
- Ensure business transactions of the Trust Board are conducted properly, in accordance with legal and delegation requirements and are in accordance with value for money principles.
- Establish and foster effective relationships with the Chair of the Trust Board, CEO, FM, Chairs of LGBs and Executive Principals/Headteachers within the Trust based on trust and mutual respect for each other's roles.

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### The role of the Clerk (Disqualification: Trustees, Governors, Co-opted Trustees, Executive Principals / Headteachers, CEO, DFO and FM)

- To work effectively with the Chair of the Trust Board, CEO and DFO to support the Trust Board.
- To advise the Trustees on constitutional and procedural matters, duties and powers.
- Ascertain whether any Conflict of Interest guidelines are strictly complied with, and ensure that Trustees and Executives have submitted an annual return to confirm whether or not they have had any related party transactions with the Trust schools during the previous year.
- To convene meetings of the Trust Board.
- To attend meetings of the Trust Board and ensure effective minutes are taken.
- Ensure swift distribution of minutes.
- To maintain a register of the Trust Board and report vacancies to the Trust Board.
- To give and receive notices in accordance with relevant regulations.
- To perform such other functions as may be determined by the Trust Board from time to time.

### Responsibilities of the Trust Board

#### Procedural:

- Provide an agreed strategic direction for the Trust.
- Provide focus, support and challenge for the Trust.
- Agree constitutional matters, including procedures where the Trust Board has discretion.
- Recruit new trustees as vacancies arise, recommending appointments to the Members.
- Suspend a trustee.
- Elect the Chair and Vice Chair.
- Appoint or remove the Clerk to the Trust Board and / or its committees.
- Decide which functions will be delegated to committees, groups and individuals.
- Establish committees of the Trust Board and annually review and agree their terms of reference.
- Approve the appointment of committee chairs.
- Monitor the progress of work undertaken by committees and individuals.
- Consider recommendations made by committees with regard to the working of the Trust Board.
- Receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by Trustees is necessary.
- Keep Trust policies under review and to make revisions where appropriate.
- Review the scheme of delegation arrangements annually.
- The agenda for meetings shall be determined by the Chair in consultation with other Trustees as appropriate and shall be circulated a week in advance to persons attending the meeting.
- Establish and keep under review a Code of Conduct for the Trustees.
- Establish and keep under review arrangements for Trustee visits to schools.
- Oversee arrangements for Trustees involvement in formulating and monitoring the Trust Improvement Plan.
- To be available and respond to matters of particular difficulty, sensitivity or emergency and offer advice to the CEO and Executive Principals / Headteachers.

#### Financial:

- Establish and keep under review Risk Management policy and procedures, risk registers and business continuity plans.

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- Ratify the first budget plan and annual accounts as presented by the DFO.
- Consider the reports of internal audits and external audits and, when appropriate, advise the LGBs of material control issues, monitoring the implementation of agreed recommendations.
- Preparing the Trustees' Report and financial statements in accordance with the Academies Accounts direction published by ESFA.
- Select suitable accounting policies and apply them consistently.
- Observe the methods and principles of the current Charities SORP and Academies Accounts Direction.
- Make judgements and accounting estimates that are reasonable and prudent.
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Trust will continue in business.
- Keep adequate accounting records that are sufficient to show and explain the Trust's transactions and disclose with reasonable accuracy at any time the financial position of the Trust and enable them to ensure that the financial statements comply with the Companies Act 2006.
- Safeguarding the assets of the Trust and take reasonable steps for the prevention and detection of fraud and other irregularities.
- Ensure the conduct and operation of the Trust applies financial and other controls, which conform with the requirements of propriety and of good financial management.
- Ensuring grants received from ESFA/DfE have been applied for the purposes intended.
- the maintenance and integrity of the corporate and financial information included on the Trust's website.
- Recommend the ratification of the audited annual accounts to the Members.
- Determine whether the performance of the external audit is satisfactory, effective and meets the requirements of all schools within the Trust, recommending the retention or replacement of the external auditor to the Members.

### **Educational performance:**

- To monitor assessment targets and data in line with national standards, for EYFS, KS1 and KS2 for all schools within the Trust.
- To monitor progress made across all schools within the Trust ensuring they are in line with national standards as well as monitoring identified groups e.g. gender, FSM, ethnicity, SEND etc.

### **Leadership:**

- To set the strategic direction and development of the schools with the CEO, DFO, Executive Principals/Headteachers and Chairs of LGBs.
- To ensure all schools leadership teams within the Trust undertake and report on the range of frameworks required by the Trust e.g. safeguarding and assessment.

### **Staff:**

- To review the Performance Management Policy and its implementation.
- To establish and review Pay Policies for all categories of staff.
- To approve the process for the appointment of the CEO and DFO.

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# Inspiring Primaries Academy Trust

Inspiring pupils to achieve for their tomorrows

- To undertake hearings and make any decisions under the Trust Board's personnel procedures e.g. disciplinary, grievance, capability where the CEO, DFO or an Executive Principal / Headteacher is the subject of the action.
- To approve the process for staffing restructures.

## Premises:

- To ensure, as far as is practical, that Health and Safety issues are appropriately prioritised.
- To prioritise the maintenance and development of all schools premises including use by outside users in line with Health and Safety Procedures.
- In consultation with the CEO, DFO, Executive Principals/Headteachers and Chairs of LGBs, oversee premises-related funding bids / grants.

## MEETINGS AND QUORUM

- Hold at least 5 Trust Board meetings a year.
- Quorum is half of the number of Trustees in post.

## APPEAL HEARINGS

Where staff hearings or decisions are required which may result in an appeal, the committee **MUST** be made up of no more than 3 trustees who are not members of staff and have no prior involvement or knowledge of the case.

### Terms of reference:

- To make any determination to dismiss any member of staff.
- To make any decisions under the Trust Board's personnel procedures e.g. disciplinary, grievance, capability.
- To make any determination or decision under the Trust Board's Complaints Procedure for Parents and others when the LGB cannot reach agreement.
- To consider any appeal against selection for redundancy.
- To consider any appeal against a decision on pay grading or pay awards.

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