

Terms of Reference for Trustees

ROLE OF TRUSTEES

- 5.1 Trustees are focussed on the delivery of strategic plans, holding the executive to account and ensuring that the annual performance of the Trust meets or exceeds the performance targets agreed as well as compliance with all statutory and regulatory requirements.
- 5.2 Within the governance structure of the Arbor Academy Trust, as a multi-academy trust, the Trustees' performance is reviewed annually by the Members by reference to how well they have met both the obligations under Companies Law (in terms of their fiduciary duties as defined in the Companies Act of 2006) and those applicable to the Trust as registered, exempt charity. Although this can sound daunting, these are largely in line with the role of traditional local governing bodies, but acting at an aggregated level across any number of academies that form the Trust.
- 5.3 Trustees are usually a blend of executive (i.e. employed by the organisation to work on a regular basis) or non-executive (i.e. unpaid volunteers) participants in the running of the organisation with a tightly defined role and set of obligations. In this document, the Arbor Academy Trust sets out the role of the Trustees, how this relates to the wider governance layers that support the delivery of the charitable objects and how the Trust has been established to draw on the time and expertise of Trustees on a regular, structured basis – both through the formation and functioning of the main Trust Board, but also the formation of key committees of the Board which have specific duties and specialist focal areas. The Trustees must:
- Act within their powers;
 - Promote the success of the company;
 - Exercise independent judgement;
 - Exercise reasonable care, skill and diligence;
 - Avoid conflicts of interest;
 - Not accept benefits from 3rd parties as defined in the Academies Financial Handbook para 3.5; and
 - Declare interest in proposed transactions or arrangements
- 5.4 The Trustees, in accordance with the Articles of Association, shall not number less than three and may be expanded to meet the needs of the organisation to any size. However, the composition of the body of Trustees must reflect the following structures:
- Up to nine appointed by ordinary resolution;
 - The Chief Executive Officer, if appointed as a Trustee; and
 - A minimum of two Parent Trustees elected or appointed to serve in this role if there is not a local governing body
 - Provision for three co-opted Trustees
- 5.5 Trustees should at all times have the skills and abilities to:
- Constantly focus on what's best for the Academies and pupils by challenging in a constructive manner, asking probing questions and visualising the strategic picture, in terms of both the MAT and the Academies within it;

- Understand and effectively carry out their roles, responsibilities and accountabilities, with the ability to take risks and consider dynamic and innovative options;
- Measure and lead school improvement and drive the necessary changes;
- Understand the financial and the business elements of leading a MAT, as well as the legal aspects of the role and how the Arbor Academy Trust and the business work;
- Work as part of a team and accept shared responsibility and accountability, as well as undertaking frequent self-evaluation in order to remain effective;
- Act with a strong moral purpose, integrity and honesty, and as an advocate for the MAT's values, ethos and philosophy;
- Express disagreement in a rational and professional manner;
- Adopt an entrepreneurial mind-set in order to see and make the most of opportunities that are outside the day-to-day practices of the Arbor Academy Trust;
- Be innovative, creative and open-minded by engaging in futures thinking and 'horizon scanning'; and
- Ensure that they have the commitment and stamina to drive forward the Arbor Academy Trust, as well as the will to abandon the 'good' in order to find the 'outstanding'.

GOVERNANCE STRUCTURE

5.6 The governance structure of the Trust is geared towards an efficient, transparent and wholly accountable approach whereby the allocation of public funds and the decision making process within the Trust are open for review by appropriate bodies. The Trustees act as the responsible body for the performance of the Trust and all Academies therein and are accountable for the delivery of the annual plans. Appended to this document is the Arbor Trust Governance Matrix – which further sets out and clarifies the roles at each layer as well as how decisions flow through from the Trust to each Academy.

5.7 The basis for this structure is geared around being able to positively address the key questions for any Multi-Academy Trust Board by the All Party Parliamentary Group on Education Governance and Leadership and published by the National Governors Association, which relate to Vision, Ethos and Governance:

1. Does the Trustee Board have a clear vision and strategic priorities for the next three to five years, to which all academies contribute and which is understood by each of its academies?

Yes, the Arbor Trust Board has a clear vision of initially consolidating the two schools and nursery that converted in September 2016 to form the Trust, along with the leadership and expansion of the Teaching School Alliance. The Trust has a clear strategy for growth via either brokered converting schools, free school applications or applications for Academy Orders for schools voluntarily seeking to join the Trust.

2. How effectively do these strategic priorities drive the governance structure, activities and agenda setting at all levels of the Trust?

The oversight of how the Trust will meet these objectives and how these correlate directly to the charitable objects defined in the Articles of Association is firstly through the adoption of proven governance models and the creation of clear and transparent roles and responsibilities for each layer of the model and secondly through the invitation to suitably qualified, skilled and driven individuals to join the Trust at this foundation stage to further drive the agenda forward along with the existing Trustees and Trustees in place.

3. What vision does the Trustee Board have for the size of the Trust and how does the strategy ensure that there is the capacity to support any additional academies well?

The ethos and values of the Trust set out a challenging vision for how all schools under aegis of the Trust will be outstanding and how the lives of each pupil in a Trust school will be supported to achieve or exceed their potential. Against this, the Trust is taking a measured and considered approach to growth and will work to ensure that the standards achieved in our current schools is never compromised or risked through dilution of focus or effort and the on-going recruitment of quality teams through the Teaching School is key to how this capacity risk will be addressed throughout the lifetime of the Trust's expansion plans.

4. Is the structure of the Trust from its Trustees to academy level governance conducive to effective working, ensuring check and balances but avoiding duplication at different levels, and delivering good two-way communications?

Yes – the adoption of proven governance models and the consolidation of local governance agendas and structures ensures that duplication is eliminated. The creation of two dedicated sub-committees of the Board to oversee Standards, Finance and Resources will ensure that the work of the Board is undertaken against a pre-define calendar and with clear lines of accountability throughout the structure.

5. How does the Trustee Board ensure that its governance structure is clear, in keeping with its Articles of Association, and that those at regional, cluster and academy level understand their roles and responsibilities compared to those of the Trustee Board?

The Board have appointed qualified and experience agents to act on their behalf to firstly define the Terms of Reference, Schemes of Delegation and Codes of Conduct for each discrete layer of governance, and secondly to implement a holistic and robust clerking service to provide a central repository for all declarations, documents and papers relating to meetings and participants. The Trust also plans to continue to invest in governance training for all levels of the Trust structures and to ensure that the publication of the governance structure, meeting calendar and key participants is kept current and updated on the Trust website at all times.

- a) Does the Trustee Board have a scheme of delegation, is it published on its website and those of its academies, and does the scheme make clear where the following key governance functions are exercised:

- Determining each individual academy's vision, ethos and strategic direction?
- Recruiting each academy's Principal/Head of school?
- Performance management of each academy's Principal/Head of school?
- Determination of Human Resources policy and practice?
- Oversight of each academy's budget?
- Assessment of the risks for each academy?

Yes, this is set out in the Terms of Reference for the Local Governing Body of Davies Lane and Selwyn primary schools. This will be published on the website by 1st October 2016.

- b) Is the principle of earned autonomy applied to individual academies or local clusters and if so, do all involved at all levels of governance within the MAT understand how?

This is an issue the Trust will resolve and further define as the growth of the Trust mandates this.

TERMS OF REFERENCE FOR TRUSTEES

5.8 Purpose

To fulfil the role of “Trustee” as defined in the Articles of Association and meet the statutory and functional roles as described therein.

5.9 Scope

a) *Setting the strategic direction*

- to ensure that the sponsor’s vision and values underpin the way in which the Arbor Academy Trust works and the relationships within the Trust;
- to determine the targets for educational, financial and operational outcomes on an annual basis;
- to approve the Arbor Academy Trust and individual academies annual and three year strategic plans; and
- aspire to have all schools as outstanding schools.

b) *Ensuring high standards of achievement and improved performance*

- to ensure that all academies in the Trust are effectively challenged and supported to maximise outcomes of children and young people who attend;
- to receive reports from the relevant sub-committee(s) of the Board at every duly constituted Trust Board meeting in order to review regularly outcomes and impact against key performance indicators as identified in the Arbor Academy Trust’s strategic plan; and
- to challenge and support the Trust’s senior officers and academy leaders to achieve best value in terms of impact, outcomes, quality and cost.

c) *Ensuring strong and robust governance*

- to ensure compliance with the Arbor Academy Trust’s duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements;
- to ensure the continued charitable status of the Trust;
- to approve the Trust Board’s terms of reference and keep them under annual review;
- to approve the Trust’s accountability framework and keep it under annual review;
- to approve the terms of reference for all sub-committees of the Board and any local governing structures and keep them under regular review;
- to approve the Arbor Academy Trust’s policy framework that identifies responsibilities for approving specific policies and keeping this fully compliant with all statutory and regulatory requirements at all times;
- to take timely action to address decisions for which there is a legal requirement for Trust Board approval;
- to ensure effective consultation and communication with all constituent parts of the Trust and key external stakeholders;
- to review its own effectiveness regularly and agree appropriate actions to improve its

performance – including ensuring annually that all transactions of a commercial or financial nature represent the most economically advantageous outcome for the Trust and associated Academies.

d) *Ensuring sound financial practices*

- to approve the Arbor Academy Trust’s annual budget and keep it under regular review by receiving a report from the finance and resources committee at every board meeting;
- to approve each component Academy’s bottom line annual budget, review annually and endorse plans to address identified over or underspends;
- to agree the scheme of financial delegation to Arbor Academy Trust Academies and review this annually; and
- to receive the annual report from the Trust’s auditors and take the appropriate actions to respond positively to any recommendations.

e) *Ensuring the Trust is deemed an employer of choice*

- to approve trust wide employment policies for all trust employees;
- to appoint the chief executive, executive principal, academy heads of school and endorse the appointment of all other staff made by the chief executive or executive principal;
- to annually assess staff views on the Trust as an employer and act to address Trust-wide themes or issues that are identified.

f) *Ensuring a secure health and safety environment*

- to approve the Arbor Academy Trust’s health and safety policy and review its implementation annually – ensuring that all sites, at all times, are fully compliant with the relevant legislation around the workplace; and
- to ensure that the Trust meets all obligations and responsibilities as the “corporate landlord” with regards to the build environment and all sites under the Trust’s domain.

g) *Ensuring effective child protection and safeguarding*

- to approve the Arbor Academy Trust’s safeguarding policy and keep it under regular review; and
- to receive an annual report on the effectiveness of safeguarding practices in all the component academies and within the Trust itself – highlighting all issues and actions arising from these.

5.10 Membership

The Trustees are appointed in line with the relevant clauses of the Articles of Association and on-going holding of this office is contingent on meeting the terms and strictures of this document at all times. Trustees are required to retain a current and working knowledge of the Articles of Association, the defined Schemes of Delegation for the Board, committees of the Board and the local governance structures at all times.

5.11 Quorum

Three Trustees are required to be present.

5.12 Voting

Only Trustees may vote at any duly constituted meeting and decisions shall be made by a **simple majority** in all cases where **ordinary resolutions** are passed or by **two-thirds (rounded up to a whole number) y** where **extraordinary resolutions** are passed. All Trustees have a single vote.

5.13 Frequency of Meetings

The Trust Board will meet at least once termly – three (3No.) meetings annually with any extraordinary meetings called within the parameters defined by the Articles of Association.

5.14 Reporting

Any meeting convened by Trustees will be supported by the Arbor Academy Trust's appointed clerking service and will be fully minuted and recorded. All minutes will be approved and published within fourteen days of the meeting (subject to appropriate deductions) to the agreed recipients – which are likely to include:

- All Trustees;
- the Chairperson of the Arbor Trust Board; and
- the Chief Executive Officer.

A copy of these minutes will be stored centrally and will be made available on request to interested parties.

