

East Midlands Academy Trust

Trust Board Terms of Reference 2023/2024

'Every child deserves to be the best they can be'

Scope: East Midlands Academy Trust	
Version: V4	Filename: EMAT Trust Board Terms of Reference
Approval: Sept 2023	Next Review: July 2024 These ToRs will be reviewed by the Trust Board annually
Owner: East Midlands Academy Trust Board of Trustees	Union Status: Not Applicable

Revision Date	Revisor	Description of Revision
Sept 2023 – V4	A Rigler	Remove reference to Standards & Performance Committee.
July 2022 –V3	M Juan	Update to include the choice to conduct virtual meeting to ensure quorum
July 2021 –V2	M Juan	Terms of reference review – No Changes
May 2020 –v1	M Juan	New EMAT Trust Board Terms of Reference

Terms of Reference for the Trust Board 2023/24

1. Core values

The Trust Board of East Midlands Academy Trust will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of East Midlands Academy Trust (“the Trust”);
- be accountable to its stakeholders and regulatory bodies for its activities;
- observe and fulfil the three core governance functions by:
 - i) setting the direction of the Trust and ensuring clarity of vision and ethos;
 - ii) holding the Chief Executive Officer (CEO) and SLTs to account; and
 - iii) ensuring financial probity.

2. Expectations of EMAT Trust Board

All Trustees are required to:

- follow the Seven Principles of Public Life (referred to as "the Nolan Principles" and set out in Annex 1);
- ensure that they comply with their legal and statutory duties as charity trustees and company directors;
- comply with: the Academies Financial Handbook, the Articles of Association for the Trust, these Terms of Reference, the Trust’s Scheme of Delegation and Financial Scheme of Delegation, the Conflicts of Interest Policy (when written), the Code of Conduct appended at Annex 2 of these Terms of Reference;
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training.

3. Purpose of the Trust Board: Powers, functions and responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Trust and its committees (including the Local Advisory Boards (LABs) and their subcommittees). The Trustees 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 and maintaining 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;
- determining clear and ambitious strategic priorities and targets for the Trust;
- monitoring Trust performance against the strategic objectives via termly CEO reports;
- controlling the overall strategic management, development and administration of the Academies;
- the delegation of the running of our Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the CEO, CFO and central team;
- monitoring and evaluating the work, progress and performance of the Academies;
- ensuring sound management and administration of the Trust by the CEO, CFO and central team, and ensuring that 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 Handbook, which sets out in detail provisions for the financial management of the Trust;
- reporting to the Members' Board with an annual performance report for the Trust;
- determining the Trust's budgets, and ensuring regularity and propriety and value for money through efficiency, effectiveness and economy;
- setting standards of conduct and values, monitoring and evaluating performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- ensuring compliance with the GDPR across the Trust;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Trust; and
- ensuring the Trust and our Academies are conducted in compliance with the general law.

4. Accountability of Trustees

The Trustees are chiefly accountable to:

- the beneficiaries of the Trust (pupils at the EMAT Academies, their parents and the local community) for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
- the Trust Members' Board;
- the Department for Education ("DfE"), the Education and Skills Funding Agency ("ESFA") and specifically the Secretary of State under the terms of the Trust's Funding Agreement; the Charity Commission and the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the Trust and the Academies are subject.

5. Conducting Trustees' business

The Trustees are required to:

- act together and in person and not delegate responsibility of the Trust to others;
- act strictly in accordance with the Trust's Articles of Association;
- act in the Trust's interests only and without regard to their own private interests;
- manage the Trust's affairs prudently;
- not take personal benefit from the Trust unless expressly authorised by the Articles of Association or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

The Trust Board should also hold the CEO to account and act as a critical friend. The Trustees should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Trust.

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the [Education Act 2005](#) (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted). The duties and responsibilities of Trustees are explained in further detail in ["The essential trustee: what you need to know, what you need to do" \(CC3\)](#) (Charity Commission, May 2018), the [DfE Governance Handbook](#) and the [DfE Competency Framework for Governance](#).

The Trustees shall have regard to the latest [Academies Handbook](#), which shall be circulated to all Trustees.

6. Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) 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 the Academies, 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 what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive 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;
- except when it is impracticable to do so, executive powers should be delegated to the CEO and Deputy CEO, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of their powers listed in Annex 3 ("the Reserved Matters"). Delegation can be made to:

- Board committees including the following committees: - the Finance, Human Resources and Estates Committee and the Audit & Risk Committee.
- the LABs;
- any individual Trustee;
- the Executive Team (which in turn may delegate to further individuals).

7. Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of Trust governance and more broadly:

- a) Pupils
- b) Parents
- c) Staff

8. Risk management

The Charities Statements of Recommended Practice ("the SORP") set out requirements for reporting on the risks to a charity. The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management. The Trustees are therefore responsible for:

- identifying the major risks that apply to the Trust, including: - operational risks (employment issues, health and safety, fraud, service quality and development etc.); - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.); - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and - regulatory risks (compliance with legislation, changes in policies of the regulators etc.);
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report. The Audit & Risk Committee, supported by the Executive Team, shall maintain a risk register for review and approval by the Trustees, along with a procedure by which the risk register shall be subject to regular review.

9. The management of conflicts of interest

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the Trust; and
- b) avoid any conflict of interest between that interest and the interests of the Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Trust and their own personal or business interests or for a Trustee to be influenced by conflicting duties to the Trust and a third party. Further details are set out in the Conflicts of Interest Policy (when written) with which the Trustees are obliged to comply.

10. Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with the Trust's requirements in the short, medium and longer term; each new Trustee is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association (including the requirement that he/she is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he/she is taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted to ensure that he/she understands the nature and extent of his/her role and responsibilities. It is the duty of a new Trustee to ensure that he/she is familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Trust's Articles of Association.

The Trust Company Secretary, on behalf of the Trustees, shall provide each new Trustee with:

- the Trust's Articles of Association;
- these Terms of Reference;
- the Trust's Scheme of Delegation;
- the Roles and Functions Overview; and
- the Conflicts of Interest Policy (when written).

New Trustees shall be required to sign the declaration set out in Annex 4.

The Trust Company Secretary shall ensure that any appointment of a new Trustee is notified to the ESFA (via GIAS (Get Information About Schools)) within 14 days of the appointment (as required under the Academies Financial Handbook).

11. Training and development of Trustees

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Trust operates through attendance at individual and whole Trust Board training.

12. Administration

- a. There will be a minimum of four meetings of the Trust Board each academic year, but the Board may meet more frequently as required. Meetings of the Trust Board shall be convened and conducted as provided by the Articles of Association.
- b. There shall be a minimum of three Trustees on the Trust Board.
- c. Quorum for a meeting of the Trust Board shall be any three 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. If necessary, meetings might be conducted virtually to ensure quorum.
- d. All Trustees have equal voting rights. In the event of an equal division of votes, the Chair shall have the casting vote.
- e. The Board shall appoint an individual from among their number to act as Chair. The Board shall also appoint an individual from among their number to act as Vice Chair.
- f. The Chair and Vice Chair of the Trust Board will not be employed by the Trust.
- g. The term of office for both the Chair and Vice Chair will be one year.

- h. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.
- i. The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team. Apart from any special responsibilities or powers given to the Chair in the Trust's Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal), then this must be expressly delegated to him/her by the Board.
- j. Administrative support will be provided by the Clerk to the Trust.
- k. In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:
 - ensure good financial management and effective internal controls;
 - comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);
 - receive and consider information on financial performance at least three times a year; and
 - take appropriate action to ensure ongoing viability against agreed budgets.
- l. Agendas will be agreed in advance by the Chair and the CEO of the Trust (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to Trustees and attendees at least 5 working days in advance of the meeting.
- m. Minutes of meetings will be taken and approved by the Board.
- n. In consultation with the Chair, the Trust Company Secretary shall prepare an annual plan for the meetings of the Trustees.

13. Review of Terms of Reference

The Trust Board will review these Terms of Reference annually and self-assess its performance against these Terms of Reference on an annual basis at the end of each academic year.

Annex 1: The Seven Principles of Public Life set out by the Government Committee on Standards in Public Life
("the Nolan Principles")

1. **Selflessness:** Holders of public office should act solely in terms of the public interest.
2. **Integrity:** Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. **Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. **Accountability:** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness:** Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
6. **Honesty:** Holders of public office should be truthful.
7. **Leadership:** Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Annex 2: Trustees' Code of Conduct

1. Introduction

This Code of Conduct sets out the expectations and commitment required from the Trustees of the East Midlands Academy Trust ("the Trust") in order to ensure the highest standards of integrity and stewardship. As holders of public office, the Trustees always conduct themselves in accordance with the Seven Principles of Public Life ("the Nolan Principles").

This Code of Conduct should be read in conjunction with the Trust's current Articles of Association, Scheme of Delegation, Financial Scheme of Delegation and the Trust Board Terms of Reference, particularly the expectations and responsibilities of Trustees set out therein.

2. General responsibilities

Trustees must "do what [they] and [their] co-trustees (and no one else) decide will best enable the charity to carry out its purposes" and "make decisions solely in the charity's interests, so they shouldn't allow their judgement to be swayed by personal prejudices or dominant personalities". (The Essential trustee: what you need to know (CC3), Charity Commission, May 2018)

"The primary duty of a trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established". (Governance and management of charities, Andrew Hind, NCVO Publications, 1995)

Trustees should listen to the view of other Trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

3. Core Governance Functions

The Trust Board has three core governance functions:

- i) setting the direction of the Trust and ensuring clarity of vision and ethos;
- ii) holding the Chief Executive Officer and SLTs to account; and
- iii) ensuring financial probity.

As individual Trustees, we agree to fulfil these core functions through adherence to the following:

Role & Responsibilities

- We understand the role and responsibilities of the Trust Board and that of the CEO;
- We will actively support and challenge the CEO and support the role of the Chair in ensuring appropriate and effective governance at all times;
- We acknowledge that being a Trustee involves the commitment of time and involvement in Trust life and to our own individual professional development, including accessing appropriate training;

- We understand the requirement to attend meetings and will prioritise attending all meetings. If this is not possible, we will submit our apologies and explanation, at least 24 hours in advance of a meeting, to the Clerk to the Trust;
- We will actively involve ourselves in the work of the Trust Board and develop our knowledge of the Trust;
- We accept that, in compliance with statutory regulations, our names, terms of office, roles within the Trust Board and its Committees, and the body responsible for appointing us will be published on the Trust's website, together with records of our attendance at meetings and our relevant business and pecuniary interests.

Board meetings

- Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed. As Trustees, we must act with probity, and take and consider professional advice from internal and/or from external advisers in all decision making. Where consensus is not achieved, decisions will be taken during Board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes. The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

Collective Responsibility

- We accept collective responsibility for all decisions made by the Trust Board. We will not speak against decisions outside Trust Board meetings, irrespective of our personal views;
- We will always act in the best interests of the whole Trust and not represent individual or group interests;
- We will work as a team where professional relationships are actively promoted, maintained and respected.

Confidentiality

- While the Trust Board, and its Committees, aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always. We will observe confidentiality at all times and all matters discussed at meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally), will be treated as strictly confidential. We will not discuss the content of meetings until such time as the Trust Board or Committee approves the public minutes at its next meeting, unless authorised by the Board to do so;
- We will always exercise discretion when discussions regarding Trust business arise outside Trust meetings;
- We will not reveal the details of any Trust Board or Committee vote, including our own voting intentions or history.

Disagreements

- Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the Chair of the Trust Board or through the normal procedures at a Board meeting. If not resolved, a Trustee may request the matter be taken further by the Chair. If a satisfactory conclusion is not reached, the Board may recommend the appointment of an independent mediator.

Delegation - The Executive Team and the wider staff

- Staff and Trustees are expected to deal with each other with respect and courtesy. As Trustees, we must ensure there is a clear understanding of the scope of authority delegated to the Chief Executive Officer of the Trust. Having given the CEO delegated authority, we should be careful, individually and collectively, not to undermine that authority either by word or action. Trustees delegate the management to the CEO, which includes the management of staff. If a Trustee has concerns relating to the performance of a member of staff, he or she should contact the Chair, who will take up the matter with the CEO.

In signing this Code of Conduct, I accept the expectations implicit within it and agree to be accountable for my own conduct.

Signed:

Trustee

Full Name: Dated:

Annex 3: Reserved Matters

Reserved Matters

The Reserved Matters are those matters which cannot be delegated and are reserved for decision by the Members' Board (Schedule A) or by the Trust Board (Schedule B) to the East Midlands Academy Trust ("the Trust"):

Schedule A

The following are reserved for decision by the Members' Board (subject to such other consents/ requirements as might be required by law or the Funding Agreement)

1. to change the name of the Trust;
2. to change the Objects (which would require Charity Commission and Secretary of State consent);
3. to change the structure of the Trust Board;
4. to amend the Articles of Association;
5. to pass a resolution to wind up the Trust;
6. to appoint the auditors (save to the extent that the Trustees may make a casual appointment);

Schedule B

The following are reserved for decision by the Trust Board (subject to such other consents/ requirements as might be required by law or the Funding Agreement)

7. to change the name of the Academies;
8. to determine the educational character, mission or ethos of the Academies;
9. to adopt or alter the constitution and terms of reference of any committee of the Trust Board;
10. to terminate a supplemental funding agreement for an Academy;
11. to establish a trading company;
12. to sell, purchase, mortgage or charge any land in which the Trust has an interest;
13. to approve the annual estimates of income and expenditure (budgets) and major projects;
14. to appoint investment advisors;
15. to sign off the annual accounts;
16. to appoint or dismiss the Executive Principal, the Business Director, the Company Secretary or the Clerk to the Trust;
17. to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it);
18. to do any other act which the Articles expressly reserve to the Trust Board or to another body; or
19. to do any other act which the Trust Board determine to be a Reserved Matter from time to time.

Annex 4: Trustee Declaration 2023/24

I confirm that I am willing to act as a director of the East Midlands Academy Trust ("a Trustee").

I further confirm that I am not disqualified from acting as a Trustee of the East Midlands Multi- Academy Trust ("theTrust") by virtue of any provisions of the Trust's Articles of Association of the Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included below).

I declare that I have read the Trust Board's Terms of Reference and the Trustees' Code of Conduct and I understand the Trust's purposes, vision and values.

I also confirm that any advice given by me to the Trust or its Academies is incidental to my professional expertise and is not given in my professional capacity.

Signed:..... Dated:.....

Full name:

Address:

.....

.....

Please sign and retain the additional copy of this document with your records.

Annex 5: Declaration of eligibility to become an EMAT Trustee

Please put a X in the boxes:

- I am aged 18 or over
- I do not already hold governorship at one of EMAT's academies
- I am not liable to be detained under the Mental Health Act 1983
- I am not a bankrupt or subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986
- I have not been removed from the office of a Charity Trustee or Trustee for a charity by an order made by the Charity Commissioners or the High court on the grounds of any misconduct or mismanagement or, under section 7 of the Law Reform (Miscellaneous provisions) (Scotland) Act 1990, from being concerned in the management or control of any body
- I am not included on the barred list the list of teachers and workers with children or young persons whose employment is prohibited or restricted.
- I am not disqualified from being the proprietor of any independent school or from being a teacher or other employee in a school
- I have not, in the five years prior to applying to be a Trustee, received a sentence of imprisonment, suspended or otherwise, for a minimum of three months without the option of a fine
- I have not, in the twenty years prior to applying to be a Trustee, been previously convicted of any offence and had passed on me a sentence of imprisonment for a minimum of two and a half years
- I have not, at any time, had passed on me a sentence of imprisonment for a minimum of five years
- I have not, in the five years prior to applying to become a Trustee, been fined for causing a nuisance or disturbance on education premises
- I am not subject to a disqualification order under the Criminal Justice and Court Services Act 2000
- My estate has not been sequestrated
- I am not the subject of a bankruptcy restrictions order or an interim order

Signed:

Print:

Date: