

Governing Board - Terms of Reference

1. Responsibilities

The Governing Board, the Trustees, has overall authority and are responsible, under the Academy trusts articles of association, for controlling its management and administration. They have a responsibility for directing its affairs and for ensuring that it is solvent, well run and delivering the trusts charitable outcomes for the benefit of the public.

In this document the words trustees and directors are interchangeable and refer to the same body of people.

2. Membership

The Governing Board cannot have less than three Directors however the maximum is based on the number of academies in the MAT. Currently for three academies in the trust the maximum membership limit would be as follows:

Maximum Directors: 13 in total made up of:

9 Sponsor Directors

3 Academy Directors (These will be the “chair” of the “local body”)

1 Parent Director (Elected from parent Governors)

The term of the Trustees will be 4 years, apart from the Parent Trustee who will serve a 1 year term

Service member:

Clerk to the Board

The Chair or Vice Chair cannot be an employee of Grace Academy.

Academy Trusts are not allowed de facto trustees, (as defined in appendix 1 of the charities SORP 2015), or shadow directors, (as defined in section 251 (1) of the Companies ACT 2006)

Trustees **must** ensure that they fully understand their duties as company directors and charity trustees. The duties of company directors are described in sections 170 to 181 of the Companies Act 2006. The role and duties of charity trustees are described by the Charity Commission in their guidance CC3: The essential trustee: what you need to know, what you need to do.

3. Meetings

Minimum 3 times per year, scheduled as one per Academic term.

The meeting shall be “quorate” if three directors are in attendance.

4. Specific areas of responsibility for the Governing Board that have not been delegated.

In accordance with Scheme of Delegation, extracted as follows:

Ref	Tasks	Conditions & comments
A1	To approve the first corporate formal budget plan each financial year	
A2	To approve the first formal budget plan each financial year	Finance Committee prepares and recommends budget plan
A6	To appoint a Chief Finance Officer	
A9	To investigate financial irregularities (Director or Principal suspected - therefore no participation)	
B1	Principal appointments	
B7	Pay & Discretionary Awards for the Principals & Directors	
B9	Dismissal (Principal & Directors)	Separate panels (Decision and Appeal)
B13	Ending suspension (Principal)	Consult with AD
B16	Determining dismissal payments/early retirement for Directors and Principals	
C1	To establish a performance management policy	
C6	To conduct & monitor the annual review of the CEO	Sponsor Director
D3	To agree or reject and review curriculum policy (including activities outside of the Academy day)	LGB/AIB to monitor
D6	Provision of sex education - make and keep up to date a written policy	AD to review and recommend
D7	To prohibit extremism & to promote tolerance & acceptance	Principal to implement with GB giving strategic drive
G2	Decision to provide effective RE according to our values & Christian Ethos	
H1	To decide a behaviour, discipline & exclusions policy	AD to review and recommend
I4	Policy and arrangements for collective worship and RE	AD to review and recommend
J5	Additions to facilities (new)	CEO to recommend
J7	Amendments to facilities (refurbishment)	CEO to recommend
K1	Constitution of governance	
K2	To publish proposals to change category of Academy	
K3	Proposal to alter or discontinue Foundation or Academy status	
L4	Determining Uniform Policy	
M4	Approval of FOI and Data Protection	AD to review and recommend

	Policies	
N1	To appoint (and remove) the chair and vice-chair of the governing board	
N2	To appoint (and remove) the chair and vice-chair of a permanent or temporary local governing body	
N3	To appoint and dismiss the clerk to the Board (GB)	
N4	To appoint and dismiss the clerk to the governors (LGB & AIB)	
N5	To hold a Governing Board meeting once a term (minimum 3 times per annum)	
N7	To appoint and remove co-opted, including temporary additional co-opted governors to the LGB/AIB	In agreement with the CEO.
N10	To appoint a Chief Executive Officer	
N11	To ensure Academies have an SEN policy	Funding Agreement requirement
N12	To appoint a "data protection officer"	
N13	To ensure Academies have a Safeguarding policy	AD to review and recommend (to include LA specific arrangements)
N14	To consider whether or not to exercise delegation of functions to individuals or committees	
N15	To review the establishment terms of reference & membership of committees, including selection panels	

Subject to the requirements of applicable legislative acts, the Board is authorised:

- To agree constitutional matters (which cannot be delegated to either a committee or an individual*), including procedures where the Governing Board has discretion.
- To recruit new Directors as vacancies arise and to appoint new governors* where appropriate.
- To hold at least three Governing Board meetings a year*.
- To appoint or remove the Chair and Vice Chair*.
- To appoint or remove a Clerk to the Governing Body*.
- To establish the committees of the Governing Board and their terms of reference*.
- To appoint the Chair of any committee (*if not delegated to the committee itself*).
- To appoint or remove a Clerk to each committee*.
- To suspend a governor*.
- To decide which functions of the Governing Board will be delegated to directors, committees, groups and individuals*.
- To organise any necessary training or support required by governors.

- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Governing Board is necessary*.
- To review and approve existing policies.
- To approve the formal corporate budget plan of the financial year.
- To keep the Health and Safety Policy and its practice under review and to make revisions where appropriate.
- To annually agree and review the delegation arrangements and committee structures and TORs*.
- To arrange Board Director visits to the Academies.
- To keep full and accurate accounting records.
- To ensure that all the Academy's property is under the control of the trustees.
- To consider the potential impact of major risks and assess system controls and to review the strategic risk register.
- To produce, and annually update, development plans specifying educational objectives and plans of the Academy for the future.
- To ensure personnel management procedures have been identified, formally approved and documented. These include recruitment processes and police checks, appraisal and review, equal opportunities, disciplinary, grievance and expenses.