



SOUTH ESSEX ACADEMY TRUST

Board of Trustees Terms of Reference



1. Powers of The Board of Trustees

- 1.1. The Trustees 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 and promote the Company's Objects as set out in the Articles of Association
- 1.3. to set out the Trust's vision, ethos, values and principles,
- 1.4. 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,
- 1.5. to abide by the requirements of and have regard to the guidance in the Academy Trust Handbook, including approval of the annual budget each Academy financial year,
- 1.6. 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,
- 1.7. to establish any Committee, they deem appropriate and to regulate their proceedings,
- 1.8. to establish Academy Committees and to regulate their proceedings,
- 1.9. to appoint the Chief Executive and other executive leaders as set out in the Scheme of Delegation
- 1.10. to delegate powers or functions to any Trustee, Committee (including any Academy Committee), CEO or any other holder of an executive office. The Trust Board may also revoke or amend any such delegation.
- 1.11. In certain circumstances it may be necessary for the Board to intervene and hence alter the functioning of or 'stand down' an Academy Committee and appoint an alternative committee OR to remove an Academy Committee chair and appoint an alternative chair. Circumstances precipitating such a move include:
 - 1.11.1. Identification of weak governance.
 - 1.11.2. In response to the outcome of an annual review of governance or an Ofsted inspection.
 - 1.11.3. In response to the outcome of an Ofsted inspection where there is a grading decline, or an academy moves into a category of serious weakness or requiring improvement.
 - 1.11.4. Insufficient progress is being made against educational targets.

1.11.5. The safety of pupils or staff is at risk,

2. Definitions

- 2.1 'Academy' means any school which is established and maintained by South Essex Academy Trust (SEAT);
- 2.2 'Board' means the Board of Trustees,
- 2.3 'the Trustees' means the directors of the Academy Trust and 'Trustee' means any one of those directors
- 2.4 'Headteacher' refers to Headteachers, Executive Headteachers, Principals and Heads of School unless described otherwise,
- 2.5 'Academy Committee (AC)' means the Academy Committee established for the purposes of overseeing the operation of an Academy,
- 2.6 The role of the Accounting Officer will be undertaken by the Chief Executive,
- 2.7 'The Trust' means South Essex Academy Trust,
- 2.8 All other definitions have the same meanings as given in the Trust's Articles of Association and the Academies Act 2010.

3. Composition and Appointment of The Board of Trustees

- 3.1. The composition of the Trust Board is set out in the Articles of Association and, in particular, shall be as follows,
- 3.1.1. Up to ten (10) Trustees normally appointed by the Members on the nomination of the Trustees then in post. Trustees are appointed because of the range of skills and expertise they can bring to help to realise the Trusts vision and values and enhance the effective strategic leadership and management of the trust.
- 3.1.2. Trustees may appoint co-opted trustees in accordance with Article 58
- 3.1.3. The Chief Executive Officer may, if they agree so to act and their appointment is approved by the Members, be a Trustee
- 3.2. The Trust Board shall support each Academy Committee to make all necessary arrangements for the election of a minimum of two Parent Governors by parents of registered pupils at each Academy.

4. Term of Office and Responsibilities of Trustees

- 4.1. The Term of Office for Trustee is four (4) years. Trustees may put themselves forward to serve a further term but will not ordinarily serve more than two terms. This time limit shall not apply to the Chief Executive Officer.
- 4.2. On appointment Trustees are each required to familiarise themselves and to agree to comply with,
 - 4.2.1. SEAT Articles of Association,
 - 4.2.2. SEAT Master and Supplementary Funding Agreements
 - 4.2.3. SEAT Financial Regulations,
 - 4.2.4. SEAT Scheme of Delegation
 - 4.2.5. Academy Trust Handbook
 - 4.2.6. Governance Handbook
 - 4.2.7. Keeping Children Safe in Education
 - 4.2.8. Charity Commission guidance CC3: the essential trustee: what you need to know, what you need to do
 - 4.2.9. these Terms

5. Conducting Trust Business

- 5.1. The Trustees are required to:
 - 5.1.1. Abide by the Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")
 - 5.1.2. Act together and in person and not delegate responsibility of the Academy Trust to others (other than described in Section 7 below),
 - 5.1.3. Act strictly in accordance with the Articles
 - 5.1.4. Act in the Academy Trust's interests only and without regard to their own private interests,
 - 5.1.5. Manage the Academy Trust's affairs prudently,
 - 5.1.6. Always consider safeguarding and equalities implications,
 - 5.1.7. Not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
 - 5.1.8. Take proper professional advice on matters on which they are not themselves competent.
- 5.2. The Trust Board shall meet as set out in the Articles of Association and in

particular.

- 5.2.1. The Trust Board shall meet at least three times in each school year,
- 5.2.2. The Trust Board and its committees shall meet during the date periods as per the Trust Governance Calendar,
- 5.2.3. The Trustees shall meet specifically to approve the Trust Audited Accounts and Annual Report,
- 5.2.4. Agendas and any associated papers for forthcoming meetings will be made available to all Trustees at least seven (7) days in advance of the meeting,
- 5.2.5. The Trustees may call extraordinary meetings of the Board and/or committees/committee chairs at short notice if there are urgent issues that need a board/committee discussion and/or a board/committee decision

5.3. Quorum for a meeting of the Trust Board will be.

- 5.3.1. The greater of either three (3) persons or number of persons at least equal to one third (1/3) who are at the time Trustees entitled to vote
- 5.3.2. For decisions set out in Article 119, number of persons equal to at least two thirds (2/3) who are at the time Trustees entitled to vote.

5.4. Each question to be decided at a meeting of the Trust Board or its committees shall be determined by a majority of votes of Trustees present and eligible to vote on the question. The Chair will have a casting vote on any equality of votes,

6. Appointment of The Trust Board Chair and Vice Chair

- 6.1. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the final meeting of each school year in readiness to serve from the following 1 September and, in particular,
- 6.2. The Chair and Vice Chair will be elected by a ballot, conducted by the Clerk to the Trustees,
- 6.3. The clerk shall request nominations two weeks prior to the meeting and specify a deadline.
- 6.4. Where there is more than one nomination, candidates will be invited to speak to the board setting out their reasons for standing.
- 6.5. Nominee(s) will be asked to leave the room whilst the election takes place. The remaining Trustees will vote by secret ballot (even if there is only one nominee) and the Clerk will tally the votes. In the case of a single nomination the nominee must receive the votes of the majority of the trustees,

6.6. 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 Trustees shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls a majority of votes.

7. Delegation of Powers to Committees, Trustees, Academy Committees and Chief Executive

7.1. 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 can delegate specific tasks to assist them in carrying out their duties and obligations

7.2. 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.

7.3. The Trust Board shall retain the following governance responsibilities.

7.3.1. Approve Trust Board Terms of Reference,

7.3.2. Approve Trust Scheme of Delegation,

7.3.3. Approve further academies joining the Trust,

7.3.4. Establish Trust Committees and approve committee Terms of Reference (including AC's),

7.3.5. Elect (and remove) Trust Board Chair and/or Vice Chair,

7.3.6. Approve the appointment of Chairs, Vice Chairs, SEND and safeguarding members of Academy Committees,

7.3.7. Alter the functioning of or 'stand down' an Academy Committee as set out in clause 1.11,

7.3.8. Appoint (and remove) Chair(s) of Trust Committees (including AC's),

7.3.9. Appoint (and remove) members of Trust Committees (including AC's),

7.3.10. Appoint the Clerk to the Trust Board and Trust Committees (including AC's),

7.3.11. Appoint the Accounting Officer and Chief Finance Officer,

7.3.12. Appoint the Company Secretary (if required),

- 7.3.13. Approve the list of statutory, mandatory or required policies including the determination of those that are Trust policies and those that are Academy policies,
 - 7.3.14. Approve the Governance Calendar of Trust Board and Committee meetings,
 - 7.3.15. Monitor the performance of Academy Committees in fulfilling their responsibilities and accountabilities.
- 7.4. The Trust Board shall retain the following strategic and financial responsibilities,
- 7.4.1. Approve the Trust Strategic Plan which shall include a statement of the Trust's vision, ethos, values, and principles,
 - 7.4.2. Approve the Annual Pay Award for Central Executive Team, Teachers and Support Staff,
 - 7.4.3. Appointment of the CEO and oversee their performance management,
 - 7.4.4. Review and approve the performance review and associated pay award of Headteachers, as recommended by the HR & Pay committee,
 - 7.4.5. Approve any proposals for the redundancy of staff,
 - 7.4.6. Approve Trust Financial Regulations & Procedures,
 - 7.4.7. Recommend the Trust Independent Auditors for approval by Members,
 - 7.4.8. Approve Trust and Academy 1 and 3-Year budgets,
 - 7.4.9. Act as the admissions authority for all SEAT Academies and annually review admissions policies and arrangements,
 - 7.4.10. Ensure effective consultation and communication with all constituent parts of the Trust,
 - 7.4.11. Review its own effectiveness regularly and agree appropriate actions to improve its performance,
 - 7.4.12. Receive an annual report on the effectiveness of safeguarding practices in Trust Academies and within the Trust.

8. Committees

- 8.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference and Membership to be agreed and reviewed annually (including the appointment of the committee chair) they will be appointed at the final meeting of each school year in readiness to serve from the following 1 September, recognising that the Finance, Risk and Audit Committee shall be permanently constituted.

- 8.2. The current Committee structure is described in the Committee Terms of Reference and Scheme of Delegation. Current membership is detailed on the Trust and Academies Website. In addition, the Chair of the Trust Board and the CEO will meet with Chairs of AC's at least three (3) times per year. Committee chairs and other Trustees to be invited as required
- 8.3. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of those present to be Trustees before a vote can be taken.
- 8.4. The Trust Board shall, as necessary, delegate specific items not included in a committees Terms of Reference for decision to a committee to ensure timeliness of decisions
- 8.5. The practice for Committee Management shall be;
 - 8.5.1. Quorum for a meeting of a committee will be three (3) persons or half the members whichever is the greater and a majority of members present being Trust Trustees, with the exception of AC's where the quorum will be 50% of members entitled to vote and there is no requirement for Trustees to be members of the committee
 - 8.5.2. Agendas and any associated papers for forthcoming meetings will be made available to all committee members at least seven (7) days in advance of the meeting,
 - 8.5.3. Committee papers will be made available to all Trustees (not just those on the committee),
 - 8.5.4. Minutes will be made available to all Trustees (not just those on the committee),
 - 8.5.5. Minutes will be signed by the Committee Chair at the next committee meeting to verify that the minutes are a true record,
 - 8.5.6. The Chairs of Committees will be responsible for presenting a summary report of committee proceedings to Board Meetings
 - 8.5.7. Any Trustee may attend a committee meeting and can form part of the quorum and vote.
 - 8.5.8. Each committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues.

9. Role of the Accounting Officer

- 9.1. The Accounting Officer shall have personal responsibility to the Trust Board 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 Trustee nor a Member.
- 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 that decisions are communicated and notified to relevant bodies, principally the DfE,
 - 10.2.4. Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification,
 - 10.2.5. Act as Chair when the Chair is being elected,
 - 10.2.6. Keep a book of the minutes of the Trustees' meetings,
 - 10.2.7. Convene meetings of Trustees 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 Trustees and maintain a risk register.

11. Appointment of a Clerk

- 11.1. If a Company Secretary is not appointed, the Trust Board may appoint a Clerk to the Trustees who shall carry out those functions of the Company Secretary as delegated with the agreement of the Trust Board.

12. Trustees' Expenses

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



**SOUTH ESSEX
ACADEMY TRUST**
> collaboration > challenge
> perseverance > innovation

DECLARATION

The Board of Trustees, at its meeting on 18th December 2023 resolved to adopt these Terms of Reference. A copy has been forwarded to the Clerk to the Trustees for the formal Trust Board records. These Terms of Reference will be reviewed annually in readiness for the start of the academic year.