

## TERMS OF REFERENCE

### BOARD OF TRUSTEES

Membership	As per the Articles of Association
Additional Attendees	The committee may invite others who are not Trustees or committee members to assist and/or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote
Disqualification	CEO and all Trust employees
Quorum	50% of membership rounded up however no vote on any matter can be taken unless the majority of those present are Trustees
Meetings	Termly, or more frequently as required.
Delegation	
Board Chair	Elected annually
Clerk to the Board	
Reporting	<p>Within 21 days of each meeting the Board will:</p> <ul style="list-style-type: none"> <li>✚ Produce and agree minutes of its meetings</li> <li>✚ Provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust executive officers and/or sub-committees, (iii) any items for the information of the Members and (iv) items for further discussions by the Trust Board (together called the Board Report)</li> </ul>
Authority	<p>The committee is authorised through the Articles of Association and Funding Agreements to carry on any activity authorised by these terms of reference; and</p> <p>To seek any appropriate information that it requires from any of the Trust officers all of whom shall be directed to co-operate with the requests made.</p>

## INTRODUCTION

This document sets out the operating parameters of The Rowan Learning Trust, a company limited by guarantee and an exempt charity. The charitable company's memorandum and articles of association are the primary governing documents of the academy trust. The trustees of The Rowan Learning Trust Limited are also directors of the charitable company for the purposes of company law. The charitable company is known as the Rowan Learning Trust.

The following powers to be exercised by Members ONLY are:

- ✚ Change the articles of association subject to any restrictions in the articles, funding agreement or charity law
- ✚ Decide on a change of academy category
- ✚ Amend the Funding Agreement
- ✚ Recruit new Trustees, suspend or remove Trustees
- ✚ Appoint or remove Members
- ✚ By Special Resolution, issue direction to the Trustees to take a specific action
- ✚ Appoint the Trust's auditors and receive the Trust's audited annual accounts
- ✚ Have the power to change the name of the company and, ultimately, wind up the academy trust

## TRUSTEES

Trustees are appointed by the Members and have delegated responsibility for the following core strategic functions:

- ✚ Clarity of vision, ethos and strategic direction of the Trust
- ✚ Overseeing and ensuring effective financial performance
- ✚ Holding the CEO and leadership to account for the educational performance of the academies and their students, and the performance management of staff

A Trustee of an academy trust is in effect a school governor, a company director and a charity trustee and they must also ensure compliance with charity and company law and the academy trust's funding agreement

The MAT Board of Trustees can delegate to any committee, Trustee, the CEO, headteachers, LGBs or any other holder of an executive office, any of its powers or functions, subject to any prescribed restrictions imposed by them and management of conflicts of interest.

The MAT Board can establish any committee; and the constitution, membership and proceedings of any committee is decided by the Trustees. The establishment, terms

of reference, constitution and membership of any committee must be reviewed every 12 months.

## Responsibilities as a Charitable Trustee

- ✚ *Duty of Compliance*, using its resources for its charitable purpose, following relevant laws, acting in accordance with Wave's written constitution and complying with all regulatory requirements;
- ✚ *Duty of Prudence*, ensuring that the Trust's assets are protected and used for the benefit of its beneficiaries; ensuring that the Trust remains solvent and up to date with its financial records; ensuring that activities do not put the reputation or assets of the Trust at risk;
- ✚ *Duty of Care*, including the appropriateness of seeking external advice.

## Responsibilities as Trustees

- ✚ *Duty to act within powers* – obey the company's constitution and decisions taken under it;
- ✚ *Duty to promote success of the Trust* - Act in the company's best interests, taking everything you think relevant into account ; The Companies Act sets out six factors to take into account. If the factors conflict then Trustees should choose the factor that they believe, in good faith, will promote the overall success of the Trust. These factors are consequences, interests of employees, fostering relationships, impact on the community and environment, maintaining reputation and acting fairly;
- ✚ *Duty to exercise independent judgement* – Trustees remain responsible for the work given to others; They must act in person and use their own independent judgement, although relying on expert advice and delegating matters to committees, Trustees should still sense-check any advice or committee recommendation. Collectively, the Trustees are ultimately responsible in law;
- ✚ *Duty to exercise reasonable care, skill and diligence* - Be diligent, careful and well informed about the company's affairs;
- ✚ *Duty to avoid conflicts of interest* - Avoid situations where interests conflict with those of the Trust. When in doubt disclose potential conflicts quickly;
- ✚ *Duty not to accept benefits from third parties* - The benefit does not have to be financial - it could be an appointment, interest or position. ; and
- ✚ *Duty to declare an interest in a proposed transaction or arrangement*

## Additional Duties

There are additional duties that our Trustees must comply with which are not set out in the statutory code. Examples of these include the duty of confidentiality and undivided loyalty. There are also duties imposed by Acts of Parliament such as the Health and Safety at Work Act and the Insolvency Act.

## Overall

The Board will:

- ✚ exercise all its powers outlined below and make decisions in line with the MAT's statement of purpose and the charitable objectives of the Trust;

- ✚ agree constitutional matters including procedures where the MAT Board has discretion
- ✚ delegate day-to-day management of the Trust to the CEO and Executive Team

The following powers to be exercised by the Board of Trustees, or through the sub-committees are:

## Strategy

- ✚ Agree a long term strategy, vision and mission for the Trust, and communicate this to stakeholders
- ✚ Agree a long term development plan including a plan for growth
- ✚ Agree a long term asset management plan

## Governance

- ✚ Establish and maintain a register of business interests for the board
- ✚ Review annually and consider the establishment, terms of reference, effectiveness and membership of committees
- ✚ Elect (or remove) the Chair and Vice-Chair of the Board annually
- ✚ Approve the Scheme of Delegated Authority (SoDA)
- ✚ Ensure that delegations to Local Governing Bodies (LGBs) are fulfilled
- ✚ Provide an annual governance statement which is published by the ESFA and which should explain governance structures and reflect re requirements of ESFA, AFH, RSC and DfE.

## Finance

- ✚ Approve the Trust's annual report, returns and accounts
- ✚ Monitor and oversee the balancing of Trust income and expenditure
- ✚ Approve the 3-year budget being sensitive to individual academy circumstances
- ✚ Ensure all insurances are in place
- ✚ To consider financial reports in line with the Academies Financial Handbook (AFH)
- ✚ Inform the appropriate government agency if it suspects any irregularity affecting resources, and approvals of any write-offs and other requirements of the ESFA/DfE

## People and Leadership

- ✚ Approve the Terms and Conditions of Employment
- ✚ Review effectiveness of management structure
- ✚ Act as a 'critical friend' to the CEO

- ✚ Monitor the performance of the CEO and the Executive Headteacher

## Standards

- ✚ Ensure that the achievement of standards, delegated to LGBs, is planned, resourced, tracked and continuously improved.
- ✚ Monitor leadership and management of all MAT pupils
- ✚ Monitor the quality of educational provision across the MAT including training provided to other organisations
- ✚ Keep Health & Safety and Safeguarding policies and procedures under review and make revisions as appropriate

## Policies

- ✚ Establish, monitor and review policies and procedures as per the Scheme of Delegated Authority
- ✚ Code of Conduct for Trustees
- ✚ All other policy review is delegated to the sub-committees.

## General

To review or investigate any other matters referred to the Board by the RSC, ESFA or DfE.

To draw any significant recommendations and matters of concern to the attention of the RSC, ESFA or DfE

## Powers delegated to the MAT sub-committees

Please refer to the Terms of Reference for each committee.

It should be noted that whilst operational matters may be delegated to executive leaders and governance functions to committees or individuals, the Board as a corporate entity remains accountable and responsible.

## Termly Meeting Schedule

### Autumn Term standard agenda items

tbc

### Spring Term standard agenda items

tbc

### Summer term standard agenda items

tbc