

## Lincoln Anglican Academy Trust Board

### Terms of Reference

#### 1. Overview

These terms of reference reflect and reinforce the Articles of Association which along with statutes and funding agreements guide the aims and scope of the Academy Trust

#### 2. Core Charitable Purpose

1. The Company's object ("**the Object**") is specifically restricted to the following:

To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which shall include:

- i. Church of England schools designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and having regard to any advice issued by the Diocesan Board of Education;
- ii. Joint Schools designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England and the Methodist Church both generally and in particular in relation to arranging for religious education and daily acts of worship (as required by the Relevant Funding Agreement), and having regard to any advice issued by the Diocesan Board of Education and MAST; and
- iii. other Academies whether with or without a designated religious character; but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

*Excellence*

*Exploration*

*Encouragement*

### **3. Composition of the Board of Directors (as per the Articles)**

No fewer than 5 Directors of which:

3 to be appointed by the Lincoln Diocesan Board of Education

1 to be appointed by the Methodist Schools and Academies Trust

1 to be the Lincoln Diocesan Director Education

The Company may also have any Co-opted Director appointed under Article 58.

The Directors appointed with the consent of the Diocesan Board of Education may appoint up to 2 Co-opted Directors for such term (not exceeding four years) and otherwise upon such conditions as they shall think fit.

The Directors shall for each school year elect a chairman and a vice-chairman from among their number. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.

### **4. Quorum**

Subject to Article 119 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting.

### **5. Term of Office**

The term of office for any Director (other than Co-opted Directors under Article 58) shall be four years, save that this time limit shall not apply to the Chief Executive Officer. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

### **6. Skills Audit and Training**

The Board will every 2 years produce a skills requirements list for the Board and will seek to ensure that its membership reflects the skills required. The Board shall also conduct a training needs analysis every 2 years and engage in a training and development programme.

### **7. Safeguarding**

The appointments of all Directors will not be confirmed until they have been subject to an enhanced disclosure and barring record check through the relevant school admin officer, with the certificate numbers recorded by the clerk to the MAT Board.

*Excellence*

*Exploration*

*Encouragement*

## 8. Clerking

Each meeting must be called, managed and minuted according to the articles. The clerk must be formally appointed by the Board and will keep a register of business interests for all directors. Draft minutes should be presented to the Chair within 1 week of the meeting. The key points from a Board meeting to be put forward to the local governing bodies or a sub-committee shall be agreed at the meeting and forwarded by the Clerk using the agreed proforma.

## 9. Meetings

The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk, with at least 2 weeks' notice.

Each meeting of the Board should consider:

- A report from the Finance Committee
- significant contracts proposed to be entered into by the Trust;
- details of any significant matters affecting the Trust's staff;
- details of any significant matters affecting the pupils' welfare or education;
- details of any significant matters affecting the academies assets e.g. buildings, computers etc;
- any safeguarding matters

## 10. Delegations

- Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
- The Directors may delegate to any Director, committee (including any Local Governing Body or any other holder of an executive office), such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Directors may impose and may be revoked or altered.
- Where any power or function of the Directors has been exercised by any committee (including any local governing body), any Director or any other holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.
- The details of all powers and responsibilities delegated are set out in the MAT Scheme of Delegation and the Financial Policies and Procedures Manual.

**11. Powers to be exercised only by the MAT Board are: -**

**i. Strategy**

- a. Agree a long term strategy, vision and mission for the Trust, and communicate this to stakeholders
- b. Establish and monitor a strategic risk register and disaster recovery plan
- c. Agree a five year asset management plan
- d. Develop a marketing and communications plan to promote the academies as the destination of choice for local parents, and to increase income

**ii. Governance**

- a. Establish and maintain a register of business interests for the board
- b. Confirm the appointment of contractors/let tenders.
- c. To review annually and consider the establishment, terms of reference and membership of committees and effectiveness.
- d. Appoint and remove auditors, accountants, company secretary, clerk, accounting officer, principal finance officer, independent peer reviewer (responsible officer).
- e. Approve the co-option, appointment and removal of persons and Chairs to the local governing bodies
- f. Elect (or remove) the Chair and Vice-Chair of the Board Annually
- g. Approve the Scheme of Delegation of powers and responsibilities

**iii. Finance**

- a. Approve the annual budget, allocating finance to individual academies, using the funding formula allocations as a guide, but being sensitive to individual academy circumstances
- b. Approve the annual report, returns and accounts
- c. Ensure all insurances are in place
- d. Informing the appropriate government agency if it suspects any irregularity affecting resources, and approvals of any write-offs and other requirements of the EFA/DFE

**iv. People and Leadership**

- a. Approve the Terms and Conditions of Employment
- b. Approve staff discipline, conduct, and grievance policy

*Excellence*

*Exploration*

*Encouragement*

- c. Confirm appointments of a Head Teacher or Deputy Head Teacher
- d. Review effectiveness of management structure
- e. Workforce remodelling/ seeking and ensuring cross-academy collaborations for efficiency and effectiveness
- f. Establish and implement a performance review process for Board and Chair
- g. Encourage LGBs to conduct self-assessment and performance review

**v. Standards**

- a. Ensure that the achievement of standards, delegated to LGBs, is planned, resourced, tracked and continuously improved.

**vi. Policies**

Establish, monitor and review policies and procedures as per the Scheme of Delegation as follows –

- i. Code of Conduct for Governors and Staff
- ii. Approve a selection of key policies as per the Scheme of Delegation

## **Appendix 1**

### **Schedule of Annual and Termly Activities**

The Board will establish an annual calendar of meetings for itself, all sub-committees and LGBs. It will also develop an annual business cycle planner, allocating key activities to specific meetings in the academic year. Matters that should be considered by Governors at least once a year are: -

- the academy's goals and how they are being met;
- review of the management structure to ensure it is operating effectively;
- review the performance of external providers/services provided under SLAs;
- review and approval of the annual accounts and report of the trustees;
- review and approval of the financial budget for the following year;
- review and approval of the levels of insurance cover for the academy's assets;
- findings made by the auditors and the auditor's management letter, and any other financial reviews, and consideration of what actions should be taken arising from their recommendations;
- review regularly the strategic and operational risks to which the Trust is exposed and ensure systems are in place to mitigate those risks.

Approved by the LAAT Board 27 October 2015