



Board of Trustees

TERMS OF REFERENCE

Quorum

There must be a minimum of three Directors at any time (or if greater one third). All Trustees/Directors must be aged 18 or over.

Membership of the Board of Trustees includes:

| <u>NAME</u> | <u>Title/ Role (1 year)</u> |
|----------------------------|------------------------------------|
| Graeme Brook | Chair |
| Gavin Barley | |
| Steve Kernan | Vice Chair |
| Paul Brown | |
| Brian Stillings | |
| Tony Wilmot | |
| Gerrard Gibbons | |
| Paul Stevens | |
| Helen Hudson | |
| Andrew Jordan | |
| Rachel Wilkes (Ex Officio) | |

1. INTRODUCTION

1.1 Humber Education Trust (the “Trust”) is governed by a Board of Trustees (the “Trustees”) who are accountable to the Department for Education and have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.

1.2 The following academies are currently operated by the Trust:

Christopher Pickering School
Ganton Special School
Maybury Primary School
Neasden Primary School
St Nicholas Primary School
Adelaide Primary School
Broadacre Primary School
Clifton Primary School
Woodland Primary School
Parkstone Primary School
Frederick Holmes School

Twendykes Special School is due to join the trust Spring 2019.

(each one the “Academy” or collectively the “Academies”).

- 1.3 In order to assist with the discharge of their responsibilities, the Trustees have established a Terms of Reference for the Board of Trustees (BoT). The BoT shall be a committee established pursuant to Articles 45 to 49 (inclusive) of the Articles of Association of the Trust (the “Articles”).
- 1.4 The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.5 These terms of reference may only be amended by the Board of Trustees.
- 1.6 Although the Board may delegate its functions, it remains fully accountable for them and has a duty to intervene as and when necessary, including removing all or any of the delegated functions (including those relating to staffing and budget) from a Local Governing Body if it deems that it would be in the best interests of learners and staff.
- 1.7 If there is any discrepancy between these Terms of Reference and the Trust’s Articles or its Scheme of Delegation (see Annex 2), the Articles and Scheme of Delegation shall take precedence over these Terms of Reference in that order.
- 1.8 A copy of the Trust governance structure is included in Annex 3.

2. CONSTITUTION & MEMBERSHIP OF THE BOARD OF TRUSTEES

- 2.1 Members of the Board shall be known as “trustees”.
- 2.2 The Trust Members have the right to appoint such persons to the Board as they shall determine from time to time.
- 2.3 The composition of the Board shall be as follows:
 - 2.3.1 the Trust Chief Executive Officer
 - 2.3.2 Up to 4 co-opted trustees appointed by Member trustees who are appointed based on their professional skills;
 - 2.3.3 up to 6 member appointed trustees who are appointed based on

professional skills in the areas of business, education, finance, human resources or community.

2.4 The procedure for the appointment and the removal of Trustees shall be as set out in Annex 1.

2.5 The Trust Members reserve the power to remove Trustees from office and change the governance structure, subject to the provisions of the Articles of Association.

3. PURPOSE OF THE BOARD OF TRUSTEES

Scope of Duties and Responsibilities

3.1 In respect of governance:

- a) Appointment of Governors -ensuring processes are in place for appointment of Governors (including ensuring that the Governors have the skills to run the Trust and the academies).
- b) Approve terms of reference for LGBs and Committees
- c) Training programme for Directors and Governors
- d) Appointment of Chair of Local Governing Body
- e) Delegated authority for the Chief Executive to make decisions on behalf of the trust and to sign off on payments up to £25k in line with procurement policy

3.2 In respect of strategic management:

- a) Set strategic objectives of the Trust and academies
- b) Deliver strategic objectives of the Trust and academies
- c) Scrutiny - review and challenge progress of the Trust against its strategic objectives and KPIs
- d) Compliance - Funding Agreement - comply with all obligations including the Academies Financial Handbook.
- e) Compliance - Regulatory - with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety).
- f) Compliance - Financial Oversight - ensuring that there are appropriate financial controls so that there is regularity, probity and value for money in relation to the management of public funds.
- g) Appointment of the Internal Audit Service and Audit Committee

- h) Appointment of Clerk - Board and LGBs
- i) Appointment of Chair of Local Governing Body

3.3 In relation to financial and risk management and reporting requirements:

- a) Ensure structures are in place to evidence the Trust's continuing compliance with all ESFA/DfE financial management requirements
- b) Approval of the Trust's Financial Regulations and all financial policies
- c) Approve the Financial Management System and ensure it is suitable for the needs of the Trust
- d) Maintenance of a Register of Business Interests for all Members, Directors and Governors and senior staff involved in decision making of the awarding of contracts etc . Put in place a procedure to deal with any conflicts of interest.
- e) Delegated authority for the Chief Executive to make decisions on behalf of the trust and to sign off on payments up to £50k in line with procurement policy
- f) Receive and review Trust consolidated monthly management accounts compiling of Income and Expenditure account, Balance sheet, cash flow and variance analysis
- g) Establish satisfactory reasons for variances in consolidated management accounts
- h) Approval of year end consolidated statutory accounts
- i) Receive External Audit Management Letter and findings report
- j) Appoint External and Internal Auditors
- k) Receive Internal Audit Service reports and report action points and academy response to Accounting Officer / BoT
- l) Seek assurance that all points raised from Annual Audit Management Report are actioned
- m) Approve the Trust Consolidated annual budget
- n) Approve the School Support Charge from Trust to the individual academies
- o) Monitor and control expenditure against budget during the financial year
- p) Approval of Special Payments, per ESFA 3.7, including staff severance and compensation payments,
- q) Limits of approval a) > £50 k (approval of orders and expenditure)
- r) Authorisation for advertising of tender above the OJEU limit and awarding of such tenders
- s) Approve procurement policy
- t) Approval of novel or contentious transactions - which must always be referred to the ESFA for prior authorisation.
- u) Approval of Gifts and Hospitality policy for the Trust

- v) Maintain a Register of gifts and hospitality received by members and staff of the Trust and report to LGB/BOT any concerns
- w) Seek assurance that the arrangements for insurance cover are adequate
- x) Undertake an assessment for risk management for insurance purposes for the Trust
- y) Set the School Support charge for the academic year for central services
- z) Review and approve a Charging and Remissions policy for the Trust
- aa) Write off of Bad debts in line with the regulations set by the Academies Financial Handbook - a) Over £500
- bb) Opening of bank accounts required for the Trust with 2 signatories for all accounts
- cc) Approval of capitalisation limits and depreciation policy for the Trust
- dd) All assets must be purchased following the delegated limits set out above
- ee) Disposal of land and buildings
- ff) Maintain a Corporate Risk Register, reporting all high risks regularly to BoT and action taken

All other duties and responsibilities are fulfilled through the Audit Committee and Local Governing Bodies.

3.4 In respect of education and curriculum:

- a) Ensure structures are in place to enable the Trust's academies to achieve at least good outcomes and progress for all children and young people
- b) Seek assurance that the Trust and academies have all relevant statutory education policies in place
- c) Ensure procedures are in place so that all children and young people are safeguarded across the Trust and academy
- d) Approve the Trust development and improvement plan annually
- e) Approval of academy school improvement plan
- f) Review the training schedule so that all Directors and Governors are appropriately trained in education and school improvement matters.
- g) Set and agree admissions policy
- h) Setting the opening and closing times for the academies, length of school day and term dates

3.5 Other

- a) Approval of all staff, pay and recruitment policies across the Trust and agree general terms and conditions for all staff (via a report to BoT)

- b) Appointment of Chief Executive Officer
- c) To support the CEO and Governing Bodies in the appointment of Headteachers or equivalent to individual academies
- d) Approval of appointment of Trust centre staff
- e) Approval of staff structure of academy.
- f) Appointment of staff into new roles within the academy (outside of agreed structure)
- g) Setting of salary scales for all staff a)overall salary scales
- h) Awarding pay rise of staff on Trust leadership contracts (agreed by LGB and reported to Board)
- i) Dismissal of member of staff
- j) Dismissal of member of staff on grounds of capability
- k) Dismissal of member of staff - award of any severance or compromise payment as a result of a proposed dismissal in line with the Academies Financial Handbook
- l) Conduct appraisal of the Chief Executive Officer with the Chair of the LGB
- m) Appointment of a payroll provider for the Trust
- n) Establish Trust wide HR policies in accordance with all appropriate regulations
- o) Oversee public relations activities to project the activities of the Trust and the academies to the wider community.

All Trustees have a duty to act honestly and in good faith, with a view to promoting the best interests of the Trust and to observe the duties set out in the Trust's Directors Code of Conduct.

Adopted by resolution of the Board on 26 September 2017. Updated 5 December 2018.

Approved By: (insert name)

Signed:

Date:

Date of next review: