

THE ROBINSWOOD ACADEMY TRUST: ACADEMY BOARD TERMS OF REFERENCE

1. Terms of Reference

1.1 The Robinswood Academy Trust ("the Trust") requires Academy Boards that are forward looking, dynamic and engaged. Their role is to pursue the overarching vision and aims of the Trust, learning from best practice and taking into local circumstance by undertaking a key monitoring role as detailed in the Trust's Scheme of Delegated Authority (Appendix 1).

1.2 These Terms of Reference are determined by the Trust Board who may review and amend them from time to time as permitted in accordance with the Trust's Articles of Association.

1.3 When amendments are made, the Trust Board shall notify the Chair of each Academy Board.

2. Constitution

2.1 The Trust is a company limited by guarantee and an exempt charity (a charitable company). The Trustees are also the directors of the charitable company for the purposes of company law.

2.2 The Trust is subject to two governing documents, the Master Funding Agreement, and the Memorandum and Articles of Association.

2.3 There is a Master Funding Agreement and Supplemental Funding Agreements for each Academy in the Trust. These funding agreements are the legal contract between the Trust and the Department for Education (DfE) and are administered by the Education and Skills Funding Agency (ESFA).

2.4 The charitable company's Memorandum and Articles of Association are the primary governing and constitutional documents of the Trust, setting out the charitable objects of the Trust, along with its governance composition membership and overarching governance procedures.

2.5. The Articles of Association gives the Trust Board the responsibility to decide the governance structure across the Trust, and to establish committees at local academy level and to determine "the constitution, membership and proceedings of each committee".

2.6 A governance structure is in place across the four schools in the Trust. See Appendix 2 for an overview Trust Governance Structure table.

2.7 All Members and those on the Trust and Academy Board are governors with shared and specific delegated areas of responsibilities set out in the Trust's Scheme of Delegated Authority and in the Master Funding Agreement and Articles of Association

3. Responsibilities of Members, Trust Board and Academy Boards

3.1 The Members:

- Oversee and hold the Trust Board to account for the governance arrangements of the Trust. They are in effect the "guardians" of the governance of the Trust;
- Have a different status to Trustees with a largely "hands-off role" with rights analogous to that of shareholders. They do not have rights of ownership in the Trust but can control changes in the constitution (subject to DfE approval) and other fundamental decisions relating to the Trust; and
- Have the right to appoint Trustees to ensure that the Trust's charitable purpose is carried out and can also remove Trustees who fail to fulfil this responsibility.

3.2 The Trust Board is:

- Responsible for ensuring clarity of vision, ethos and strategic development of all Academies in the Trust so that these principles can be applied at individual Academy level;
- The strategic decision-making body for the whole Trust including the allocation and management of resources;
- Responsible for overseeing the performance of all Academies and holding leadership at all levels to account for the educational performance of the Academies and the pupils and the performance management of staff;
- Ensure that the Trust and the Academies are conducted in compliance with the general law, all statutory requirements and DfE guidance, and that all required policies and procedures are in place, reviewed and agreed;
- Accountable for the financial performance of the Academies and ensuring appropriate financial and procurement systems are in place according to the ESFA Academies Financial Handbook;
- The employer of all staff;
- The admissions authority for the Academies within the Trust; and
- Responsible for providing information about the Trust Board to the Academy Boards using the minutes of Trust Board meetings as a two-way process to feedback and relay issues, decisions and outcomes.

3.3 The Academy Boards are responsible for:

- Monitoring their Academy's performance and providing challenge and support to the leadership team to ensure that best possible outcomes are achieved for all pupils. "Monitoring "is primarily conducted by the review of information provided by the Head of School or Executive Headteacher at Academy Board meetings. It can also be undertaken by spending time in the Academy, taking and looking at books, carrying out learning walks, and talking to pupils and staff. These monitoring visits should then be fed back and discussed by the Academy Board;
- Ensuring that the relevant delegated Trust policies are adhered to and implemented at the local level, including both curriculum and non-curriculum policies, including safeguarding and health and safety;
- Providing information about their Academy to the Trust Board using the minutes of Academy Board meetings as a two-way process to feedback and relay issues and outcomes; and
- Communicating with parents and the wider local community.

4. Scheme of Delegated Authority

4.1 A detailed set of accountabilities and responsibilities across the Trust is contained within the Scheme of Delegated Authority.

4.2 Overall accountability for all aspects of the Trust lies with the Trust Board, including finance, personnel and premises. The Scheme of Delegated Authority requires the Academy Boards to carry out a monitoring role to communicate, advise and inform the Trust Board as appropriate.

5. Academy Board Membership

5.1 Each Academy Board should be representative of all relevant parties, with the skills sets required to run effectively and meet its responsibilities, and shall comprise the following Academy Board Members ("ABMs"):

- The Executive Head Teacher;
- The Head of School;
- A minimum of 2 elected Parent ABMs;
- Up to 2 elected Staff ABMs; and
- Up to 7 Community ABM's appointed by the Trust Board.

5.2 The total membership (including the Executive Head Teacher and the Head of School) shall be not less than 7 and not more than 11.

5.3 The Academy Board may continue to act notwithstanding temporary vacancies in its composition.

5.4 At the start of each academic year each Academy Board will appoint:

- An ABM with oversight for the Academy's safeguarding and child protection arrangements ("the Safeguarding Lead");
- An ABM with oversight for the Academy's Special Educational Needs and Disabilities (SEND) arrangements ("the SEND Lead"); and
- An ABM with oversight for the Academy's Health and Safety arrangements ("the H&S Lead")

6. Appointments to the Academy Board

6.1 The Trust Board should be updated on Academy Board appointments following a parent or staff election by the Company Secretary.

6.2 Letters from interested applicants for Academy Board Community vacancies shall be invited and submitted to the Chair of the Trust Board, who, in consultation with the appropriate relevant Academy Board Chair, Executive Headteacher and the Head of School, shall consider any applications received, and make recommendations to the Trust Board for appointments.

7. Chair & Vice Chair

7.1 A Chair and Vice Chair for each Academy Board shall be appointed from among the community or parent ABMs by each Academy Board on an annual basis at the at the start of each academic year.

7.2 In the absence of the Chair and Vice Chair, the Academy Board will elect a temporary replacement from among the ABMs present.

8. Company Secretary

8.1 On behalf of the Trust Board, the Company Secretary and the Executive Headteacher are responsible for monitoring and ensuring governance at Academy Board level adheres to these Terms of Reference and is informed by best practice and will advise and brief the Academy Boards accordingly.

8.2 The Company Secretary will clerk meetings of each Academy Board meeting. In the absence of the Company Secretary at a meeting, the Academy Board will elect a clerk for that meeting from those present.

9. Quorum

9.1 The quorum for each Academy Board meeting will be 3 ABMs, or where greater one third (rounded up to a whole number) of the total number of ABMs holding office at the date of the meeting.

9.2 Should at any time attendance at an Academy Board meeting drop below the quorum, then the meeting will be terminated and rearranged as soon as possible.

10. Term of Office

10.01 Any ABM shall hold and vacate office in accordance with the terms of his appointment but (except in the case of the Executive Headteacher and the Head of Academy) the length of his term of office shall not exceed four

years.

11.02 Community ABMs retiring at the end of their term of office shall be eligible for reappointment at the discretion of the Trust Board.

11. Resignation & Code of Conduct

11.01 At any time, any ABM may resign his office by giving notice in writing to the Company Secretary.

11.02 ABMs will be asked to sign up to the Trust's Code of Conduct for Members, Trustees and Academy Board members.

11.03 An ABM shall cease to hold office if he is removed by the person or persons who appointed him. This provision does not apply in the case of a Parent or Staff Member.

11.04 The Trust Board may terminate the appointment of any ABM whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the Academy.

11.05 Any Staff Member and Head of School shall automatically cease to hold office if they cease to be employed by the Trust.

11.06 A Parent ABM may complete their term of office if the child (of whom that ABM is a parent or carer) ceases to be a pupil at the academy.

12. Meetings & Outline Agendas

12.01 The Advisory Board shall meet at least three times over the course of the academic year, once in the Autumn (Terms 1 & 2), once in the Spring (Terms 3 & 4), and once in the Summer (Terms 5 & 6).

12.02 Outline standard agendas are determined by the Trustees to ensure that the meetings of all Academy Boards fulfil a consistent remit across the Trust, cover any tasks that are assigned to them, and that all Academy Boards meet on a consistent basis across the Trust.

12.03 The following "Academy Board Pack" and "Outline Standard Agenda" will be co-ordinated by the Executive Headteacher and Company Secretary to the Trust Board, approved by the Chair of the individual Academy Board, and circulated ideally a week before an Academy Board meeting.

ACADEMY BOARD PACK:

- Report from Head of School regarding the individual Academy to include:
 - Data updates;
 - SENCo report;
 - Health and Safety update;
 - Safeguarding update;
 - Human Resources update;
 - Delegated Budget Expenditure Headlines;
- Executive Head Teacher update on strategic developments within the Trust;
- Executive Head Teacher & Company Secretary update on any governance issues of relevance to the individual Academy; and
- Minutes of the preceding Academy and Trust Board meetings

OUTLINE STANDARD AGENDA FOR ACADEMY BOARD:

- Apologies;
- Register of interests;
- Minutes of last meeting & actions arising;

- Head of School report to include data report and SENCo report;
- External Adviser report (if available or applicable);
- Executive Headteacher - strategic developments within the Trust;
- Trust Board - matters arising
- Safeguarding - issues and updates;
- Monitoring Visits - to schedule and note any feedback;
- Company Secretary - governance update (if applicable);
- Items for discussion;
- Items for approval (e.g. policies); and
- AOB.

12.04 The convening of a meeting and the proceedings conducted shall not be invalidated due to any individual not having received written notice of the meeting or a copy of the agenda.

13. Voting at Meetings

13.01 Any decision shall be determined by a majority of the votes of the ABMs present and voting on the issue.

13.02 Only ABMs may vote at Academy Board meetings and each ABM shall have one vote. Where there is an Equal division of votes the Chair of the meeting shall have a second or casting vote. No proxy votes are allowed.

14. Conflicts of Interest

14.01 All ABMs shall complete a declaration of interests form on joining the Advisory Board and at the start of each academic year.

14.02 Any ABM who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as an ABM shall disclose that fact to the Academy Board as soon as he becomes aware of it and notify the Chair at the start of any meeting where that conflict relates to an agenda item.

15. Board Self Evaluation

15.01 Each Academy Board should conduct a Board Self-Evaluation assessment at least every 2 years, if not annually.

16. Induction

16.01 There should be an induction process for new ABMs.

16.02 The Chair of the Trust Board, assisted by the Company Secretary, will conduct an initial training session for new ABMs on the DfE's Competency Framework for Governance and an introduction to the strategic and operational benefits of the Multi Academy Trust (MAT) structure. This will be followed up by an induction pack provided by the Company Secretary tailored to the role and remit of the Academy Board.