



**PONTEFRACT**  
ACADEMIES TRUST

# Trust Board Terms of Reference



**Summary:**

This policy defines and promotes the vision and values of the Trust in accordance with the objects of the Articles of Association. It ensures the vision and values of the Trust are carried out in compliance with all relevant legislation and the responsibilities conferred through the funding agreement with the Secretary of State.

<b>Author</b>	Head of Governance		
<b>Applies to:</b> (please check as appropriate)	Staff <input type="checkbox"/>	Pupil <input type="checkbox"/>	Community <input type="checkbox"/>
<b>Ratifying Committee(s):</b>	Trust Board		
<b>Available on:</b>	Compliance Library <input checked="" type="checkbox"/>	Website <input type="checkbox"/>	
<b>Date of Approval:</b>	23/10/2023		
<b>Date of Next Formal Review:</b> (ensure this is aligned to committee meeting dates)	23/10/2024		
<b>Review Period:</b>	Annually		
<b>Status:</b>	Non-contractual		
<b>Owner:</b>	Pontefract Academies Trust		
<b>Version:</b>	02		

**Document Control**

Date	Version	Action	Amendments
Sept 2021	01	Review	None
Oct 2022	01	Review	None
Oct 2023	02	Review	Restructured to be consistent format for all TORs.

**Contents**

1. Purpose..... 3

2. Composition..... 3

3. Appointment of Chair and Vice Chair and their term of office..... 3

4. Meetings..... 3

5. Authority..... 4

6. Duties..... 4

## **1. Purpose**

To define and promote the vision and values of the Trust in accordance with the charitable objects of the Articles of Association.

To ensure the vision and values of the Trust are carried out in compliance with all relevant legislation and the responsibilities conferred through the funding agreement with the Secretary of State.

## **2. Composition**

The Trust Board shall be made up of Trustees (Directors) of not less than 3 and up to 12 in number, who shall be appointed to the Trust Board by the Members of Pontefract Academies Trust.

The total number of Trustees (Directors) including the Chief Executive Officer, who are employees of the Trust shall not exceed one third of the total number of Directors.

The Chief Executive Officer shall be a Trustee (Director) for as long as they remain in the role.

The term of office for any Trustee (Director) shall be four years, except for the CEO whose term of office may be the entire length of their employment in that role.

## **3. Appointment of Chair and Vice Chair and their term of office**

At the first meeting of the Trust each Trust year, the Directors shall appoint a Chair and Vice Chair from among their number.

The Chair and Vice Chair shall hold office for one year.

At the end of the term of office the Chair and Vice Chair shall be eligible for re- appointment.

If the Chair and Vice Chair are absent from any meeting of the Trust Board, the Directors shall choose one of their number to act as Chair for that meeting.

## **4. Meetings**

To meet at least three times a year however, the Chair may convene additional meetings as they deem necessary. The Chief Executive Officer or the Chair of the Trust Board may, in exceptional circumstances, ask the Education and Standards Committee to meet to consider any matter of relevant business.

Quorum shall be any three Trustees (Directors) or, where greater, any one third of the total number of Trustees (Directors) holding office.

The Trust Board has the authority to invite such persons to attend meetings as may be desirable and necessary.

The Head of Governance/Company Secretary shall be the Clerk to the Trust Board.

The following will typically attend the committee but will have no voting rights:

- Executive Director(s)
- Others, including other members of the Trust's central team and Headteachers, may be invited to attend committee meetings to address specific issues, or for developmental purposes.

## **5. Authority**

The Directors have the power to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects.

To enter into contracts on behalf of the Trust.

Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

The Directors may appoint separate committees to be known as Local Governing Bodies for each school; and may establish any other committee.

## **6. Duties**

The duties of the Trust Board shall be:

- To act with the 'utmost good faith'.
- To promote the success of the Trust.
- To exercise independent judgement.
- To exercise reasonable care, skill and diligence.
- To avoid conflicts of interest.
- To declare an interest in any proposed transaction or arrangement.
- To review the Trust Board's membership and effectiveness on an annual basis to ensure that it has appropriate skills and relevant experience.
- To ensure that the annual report and accounts of the Trust are prepared in accordance with the relevant Statement of Recommended Practice and parts 15 and 16 of the Companies Act 2006 and shall file these with the EFA by 31 December each year and publish on the Trust website by 31 January each year.
- To ensure the Directors comply with their obligations under Part 24 of the Charities Act 2006 with regard to the preparation of an annual return to the Register of companies and with the EFA by 31 December each year.

- Appoint the Chief Executive Officer and hold them to account for the performance of the Trust.
- Appoint the Chief Financial Officer in conjunction with the Chief Executive Officer.
- Appoint a Governance Professional who is someone other than a member of the Trust Board.
- Approve policy and strategic plans including target setting for the sound management and administration of the Trust.
- Approve the allocation of the Trust's financial, human and other resources where this constitutes activities other than business as usual..
- Agreeing a development (improvement) plan.
- Produce, review and maintain the Scheme of Delegation for the management of the Trust.
- Ensure compliance with legal requirements.
- Ensure sound management of the Trust's finances and resources.
- Set the Trust's ethos and values.
- Establish, review and maintain a transparent system of prudent and effective internal controls.
- Be accountable to parents/carers and other stakeholders for the performance of the Trust.
- Appoint the Trust's external auditors and approve arrangements for independent checks of internal controls.

The Trust Board shall approve the following Trust policies/documents in line with the Scheme of Delegation:

- Audit and Risk Committee Terms of Reference
- Education and Standards Committee Terms of Reference
- Finance and Resource Committee Terms of Reference
- Financial Regulations and Scheme of Financial Delegation
- Governance Policy
- Governance Code of Conduct
- Scheme of Delegation

- SPRB Terms of Reference
- Trust Board Terms of Reference