



Terms of Reference

Board of Trustees

The Board of Trustees is appointed by the Members and is responsible for setting the strategic direction of the Trust and is directly accountable for the educational standards and financial management of the Trust and its Academies. In particular:

- Ensuring clarity of vision, ethos and strategic direction of the trust
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing and ensuring effective financial performance

The trustees must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook which describes the following features of effective governance and will aid compliance with the Academies Financial Handbook:

- **Strategic leadership** that sets and champions vision, ethos and safety
- **Accountability** that drives up educational standards and financial performance
- **People** with the right skills, experience, qualities and capacity
- **Structures** that reinforce clearly defined roles and responsibilities
- **Compliance** with statutory and contractual requirements
- **Evaluation** of governance to monitor and improve its quality and impact.

The Board of Trustees is constituted as per the Articles of Association for Apollo Academies Trust and will meet at least three times per year. The Trust CEO will be a full member of the board of Trustees.

Chair of Trustees

The Trust Board shall appoint an individual from among their number to act as Chair. The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Leadership Group.

The chair is responsible for ensuring effective functioning of the board and for setting professional standards of governance and accountability for the board.

The ESFA will help chairs and their boards to do this if required.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power

to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Trust Board.

Meetings of Trustees

The board and its committees **must** meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management.

Board meetings **must** take place at least three times a year (and business conducted only when quorate), although trusts should consider meeting more frequently. If the board meets less than six times a year it **must** describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings.

In determining the agenda for Trust Board meetings and Committee meetings, the Trustees will have regard to the requirement on them to:

- Ensure the effective academic performance and the overall standard of education provided by the Trust and the schools within it.
- Ensure the effective safeguarding of all children, young people and adults associated with the Trust.
- Ensure good financial management and effective internal controls
 - Complying with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);
 - Receiving and consider information on financial performance at least three times a year; and
 - Taking appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Clerk to the Trust Board shall prepare an annual plan for the meetings of the Trustees.

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees. They have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances.

In summary, the Trustees are responsible for:

- Establishing the vision, mission and values for the Academy Trust;
- Carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;
- Designing strategy and structure for the operation of the Academy Trust;
- Delegation of the running of the Academies and the direction of the education, pastoral care, financial and policies of the Academies/Settings;
- Ensuring the sound management and administration of the Academy Trust by the Leadership Group, and ensuring that the Leadership Group is equipped with the relevant skills and guidance;
- Financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Academy Trust;
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- Risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- Ensuring the Academy Trust and its Academies/Settings are conducted in compliance with the data protection and general law.

Delegation of powers of Trustees

Trusteeship is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of its Academies/Settings, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Leadership Group. The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- Non-executive powers must be exercised by the Trustees personally and may not be delegated;
- Executive powers should be delegated to the Chief Executive Officer and Trustee of Finance, except when it is impracticable to do so, who may authorise further delegation.
- Every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The process of delegation is outlined in the Scheme of Delegation and includes delegation to a number of functionaries. The Trust Board may routinely delegate to 2 executive committees to fulfil its responsibilities:

Finance and Audit committee

Overall responsibility for financial management and setting of budgets, personnel management and recruitment of staff and premises management including Health and Safety and Safeguarding.

Standards, Performance and Pay committee

Responsibility for setting standards and monitoring performance (pupil and staff) across the Trust: intervening where necessary and appropriate to do so. Ensuring the regular and special needs of all children are met to deliver the Trust aims for every child.

Both committees shall meet as often as required and at least 3 times per year.

In addition, the Board may choose to delegate to

- The Academy Governance Committees;
- Any other committee so deemed necessary by the Board
- The CEO
- The Leadership Group (which in turn may delegate to further individuals).
- Any individual Trustee.