

# PERRYFIELDS ENTERPRISE ACADEMY TRUST

## BOARD OF DIRECTORS – TERMS OF REFERENCE

### 1. Overview

These terms of reference reflect and reinforce the Articles of Association which, with statutes and funding agreements, guide the aims and scope of this Academy Trust. They should also be read in conjunction with the Scheme of Governance Management and Delegation.

### 2. Core Purpose

The Board will act as a corporate body, with objectivity, creditability and honesty, and with the best interests of the Perryfields Enterprise Academy Trust at all times. The Board will work within DfE guidance, remain compliant with standards of public scrutiny and report any irregularities to the Headteacher.

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

- ◆ The Articles require there to be a minimum of three Directors, with a maximum of 9.
- ◆ The constitution of the Board is set out in the Articles. The Board is constituted as follows: -
- ◆ up to 9 Directors appointed by Members
- ◆ the Executive Headteacher
- ◆ a minimum of 2 Parent Directors unless the Local Governing Bodies each include at least two Parent Governors
- ◆ co-opted Directors (appointed by Directors who are not themselves co-opted Directors): The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one-third of the total number of Directors (including the Chief Executive Officer)
- ◆ The Directors may, with reference to the size of the Board of Directors, co-opt Academy Headteachers and/or Chairs of Local Governing Bodies to the Board as Directors; this decision may be dependent on an Academy achieving, and maintaining, a category of Good or Outstanding.
- ◆ In accordance with the Articles, the Directors shall elect a Chairman and Vice Chairman from among their number each academic year.

#### 4. Quoracy

- ◆ The quorum shall be any 3 Directors, or where greater, any one half (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting
- ◆ Subject to Article 121, where there is an equal division of votes, the Executive Chair shall have a casting vote in addition to any other vote they may have
- ◆ The quorum for the purposes of:-
  - (a) appointing a Parent Director under Articles 56;
  - (b) any vote on the removal of a Director in accordance with Article 66;
  - (c) any vote on the removal of the chairman of the Directors in accordance with Article 90 shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those matters above.

#### 5. Terms of Office

The term of office for any Director (other than Co-opted Directors under Article 58) shall be four years. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

#### 6. Safeguarding

The appointment of all Directors will not be confirmed until they have been subject to an enhanced disclosure and barring record check through the relevant school administrative officer, with the certificate number recorded.

#### 7. Clerking

Each meeting must be called, managed and minuted according to the Articles of Association. The Clerk must be formally appointed by the Board of Directors. Draft minutes should be presented to the Chair and the Headteacher within 15 working days of the meeting for consideration and should be circulated to all Directors and Members within a further 15 working days of receipt of approval from them both.

#### 8. Meetings

The Directors shall hold a meeting at least six times in any academic year. Meetings of the Directors shall be convened by the Clerk with at least one week's notice. Dates of meetings should be agreed and circulated for the forthcoming year's meetings at the Summer Term Board of Directors' meeting.

The Directors shall each school year, in accordance with Article 82, 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.

Each meeting of the Board should consider the following: -

- ◆ A report of the Trust's financial position (including sight of the minutes of the Trust's Audit Committee) and any funding issues
- ◆ Significant projects or 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 Trust's assets – for example, buildings, computers etc
- ◆ Details of any significant matters affecting student achievement, teaching standards or leadership standards.

## 9. Delegations

Subject to the provisions of the Companies Act 2006, the Articles of Association 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 (also known as the Trust).

The Directors may delegate to any Director, Committee (including any Local Governing Body or any other holder of 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 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 that action or making of that decision.

The details of all powers and responsibilities delegated are set out in the Trust's Scheme of Delegation and the Trust's Financial Regulations.

## 10. Powers to be exercised by the Trust's Board

### Annual Review of: -

#### Strategy

- ◆ Long-term strategy, vision and mission for the Trust
- ◆ Strategic risk register and disaster recovery plan (delegated to the Trust Audit Committee)
- ◆ Five year asset management plan
- ◆ Marketing and communication plan to promote the Trust as the destination of choice for parents

#### Governance

- ◆ Maintain a register of business interests
- ◆ Regularly confirm the appointment of contractors and tenders
- ◆ Review annually the establishment, terms of reference and membership of committees and their effectiveness
- ◆ Appoint the auditors. Appoint and remove accountants, Company Secretary, Clerk, Accounting Officer, Principal Finance Officer and other Trust executive officers
- ◆ Ensure compliance with all GDPR regulations, including; annual audit; termly agenda item for Board and LGB; all Directors complete GDPR training
- ◆ Approve the appointment, co-option and removal of persons and chairs to the Local Governing Bodies and Audit Committee
- ◆ Elect the Trust Chair and Vice Chair annually
- ◆ Approve the Scheme of Delegation annually
- ◆ Approve any changes to times of school sessions, dates of terms and holidays

#### Finance

- ◆ To consider the Trust's indicative budget, notified annually by the Department for Education and to assess the implications for the Trust in consultation with the Executive Headteacher, in advance of the year involved, drawing any matters of significance or concern to the attention of the appropriate Local Governing Body
- ◆ To contribute to the formulation of the Trust's Improvement plan through the consideration of financial priorities and proposals, in consultation with the Executive Headteacher, with the stated and agreed aims and objectives of the Multi Academy Trust.
- ◆ To receive the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency funds or balances, ensuring the compatibility of all such proposals with the development priorities set out in the development plan.
- ◆ To agree limits of delegation and virement.
- ◆ To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the financial regulations of the DfE/~~EFA~~—drawing any matters of concern to the attention of the Board of Directors.
- ◆ To monitor and review procedures for ensuring the effective implementation and operation of financial procedures on a regular basis, including the implementation of bank account arrangements and, where appropriate, to make recommendations for improvements where necessary.
- ◆ To prepare the Directors' report to form part of the statutory accounts of the Trust and for filing in accordance with Companies' Act requirements.
- ◆ Approve the annual budgets for individual academy schools
- ◆ Approve the Annual Report, returns and accounts including the Governance Statement
- ◆ Ensure that all insurances are in place
- ◆ Inform the appropriate government agency if the Board suspects any irregularity affecting resources and approvals of any write-offs and other requirements of the DfE/~~EFA~~

### **Staff and Leadership**

To work with the Executive Headteacher at a strategic level, giving guidance and making recommendations on the following: -

- ◆ Senior leadership appointments
- ◆ Staff wellbeing including work/life balance, working conditions, absence management and support mechanisms
- ◆ Review effectiveness of management structure
- ◆ Review appraisals and performance management, ensuring fairness and consistency for all staff in line with DfE guidance
- ◆ Review pay and conditions, ensuring these are commensurate with national policy and reflect local needs and circumstances
- ◆ Review any disciplinary matters, grievances or complaints
- ◆ Succession planning for senior leadership roles

- ◆ Ensure that the Trust's HR policies are up to date and relevant
- ◆ Utilise data from performance management, exit interviews, equalities reviews and other surveys to ensure continuing improvements in standards.

### **Standards**

- ◆ After an Ofsted inspection review and approve a School Action Plan to ensure that all the recommendations and requirements of Ofsted will be fulfilled
- ◆ Ensure that the achievement of standards, delegated to Local Governing Bodies, is planned, resourced, tracked and continuously improved

### **Policies**

- ◆ Establish, monitor and review policies and procedures as per the Trust's Policy Schedule
- ◆ All Directors to sign the Code of Conduct on an annual basis