

Trust Board - Terms of Reference

Introduction

The Prospect Trust (the Trust) is a charity and company limited by guarantee. Its mission is to "provide outstanding education for 5 to 18 year-old learners in its family of local academies".

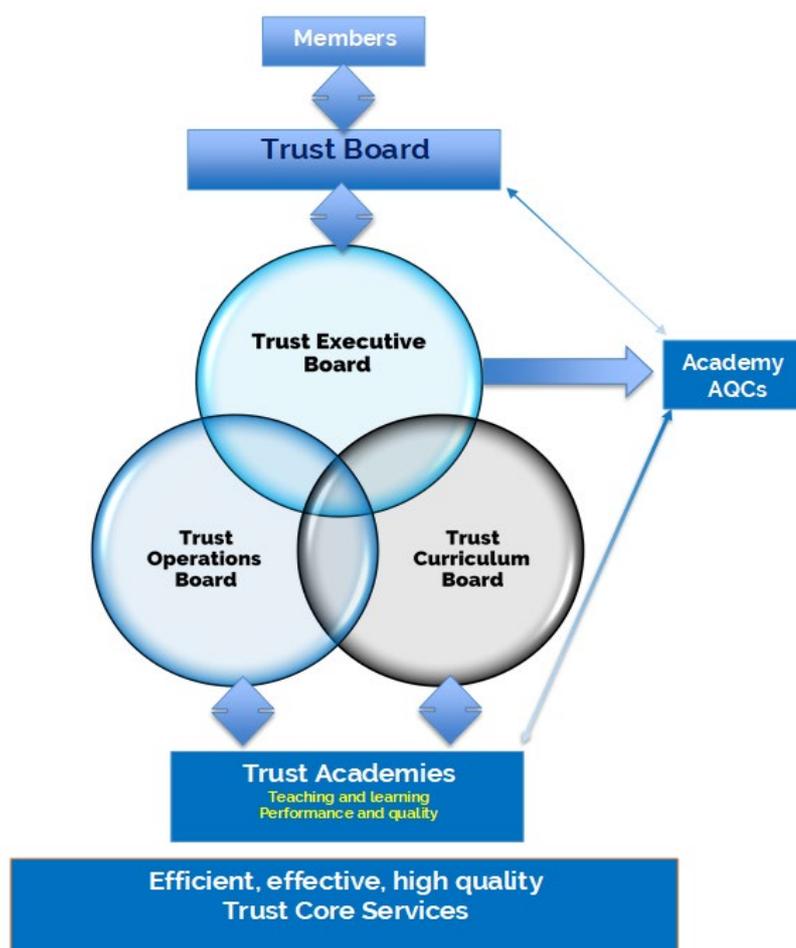
At the heart of the Trust is effective delivery of an attractive, engaging, relevant curriculum that leads to high levels of learner achievement.

The Trust Board has three core functions:

- ensuring clarity of vision, ethos and strategic direction;
- holding the executive leaders to account for the educational performance of all Trust learners and performance management of staff;
- overseeing and ensuring effective financial performance.

The Board therefore has overall responsibility and is the ultimate decision-making authority for the work of the Trust, including the establishing and running of Academies maintained by the Trust.

Trust Board as part of overall governance structure



Key Board responsibilities

The Trust Board is the engine room of the Trust, determining the mission, ethos and driving its key strategic priorities, holding the CEO to account for the performance of its Academies.

Key responsibilities of the Trust Board include:

- Reviewing and agreeing annually, the Scheme of Delegation and the Terms of Reference for each of its sub-committees
- Approving all appointments to sub-committees, including Academy Quality Councils
- Recommending to Members the appointment and removal of Trustees
- Approving the budgets for each Academy linked to the Strategic Plans, as advised by the Audit and Risk Committee
- Ensuring compliance with all statutory policies and requirements
- Identifying the major risks that apply to the Trust, including operational risks (employment issues, health and safety, fraud, service quality and development etc.); financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.); external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and regulatory risks (compliance with legislation, changes in policies of the regulators and so on).
- Appointing the Trust's senior post holders including Academy Principals and Heads
- In conjunction with the CEO and AQC Chair, reviewing the performance and agreeing remuneration of senior post holders; and
- Appointing the CEO and Trust Executive leadership team and approving the pay structure for all Trust staff.

A full outline of the Board's authorities can be found in the Scheme of Delegation.

Accountability

The Trust Board is accountable to:

- The Members of the Trust
- Beneficiaries of the Trust i.e. learners in Trust Academies, their parents and the local community, for the quality of education and pastoral care in Trust Academies, for matters of health and safety, and for safeguarding and promoting the welfare of all learners, the Department for Education, the Education and Skills Funding Agency and specifically the Secretary of State under the terms of the Trust's Funding Agreement
- The Charity Commission and the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities' legislation
- Trust employees for their working environment, and for compliance with the contract of employment and employment law requirements, and matters of health and safety
- Other regulatory authorities for compliance with regulated responsibilities to which the Trust and Trust Academies are subject.

Board Meetings

Board meetings are held, on average, six times per year either online, at Trust offices or offsite, with a calendar of dates circulated in advance.

Times of meetings vary but generally start at 9.30am.

All papers related to meetings are circulated in advance by the Clerk.

A quorum requires three Trustees or, where greater, one third of Trustees in post.

In order to support the effective operation of the Trust and its Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These are detailed in the Terms of Reference for each sub-committee and in the Trust's Scheme of Delegation.

The agenda for every Board meeting includes a Safeguarding item led by the Trustee Safeguarding Lead and the Director of Education, who holds Safeguarding responsibilities at Trust Executive level.

All decisions taken by Trustees at meetings of the Board and its sub-committees must:

- Comply with the provisions of the Trust's Articles of Association and terms of other key documents including the Memorandum of Understanding (with the Diocese of Guildford) and relevant Funding Agreements;
- Be for the benefit of the Trust, its learners and staff;
- Be taken with a view to safeguarding public funds;
- Put safeguarding at the head of all Board decisions; and
- Not be for any improper purpose or personal motive.

Minutes will be agreed and circulated to Trustees with a copy placed on the Trust website.

Conduct of Trustees

Each Trustee owes a fiduciary duty to the Trust meaning that they should:

- Show it the highest loyalty and act, always, in good faith in its best interests;
- Act honestly, diligently and independently;
- Through their actions promote and protect the good reputation of the Trust;
- Inspire confidence in those with whom they deal;
- Serve only to promote the good of the Trust and to act in support of its core values; and
- Uphold the ethical standards of all those holding such public office, as reflected in the seven Nolan principles of Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty; and Leadership.

(See: <https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>)

All Trustees must declare interests before taking their seats and withdraw from discussion and voting should there be a conflict.

Board Membership and Roles

The Trust Board membership will not be less than 5 Trustees.

All Trustee appointments and re-appointments are approved by the Members, following recommendation from Trustees.

Appointments are made following careful consideration of the current skills matrix, a process of assessment which is carried out on an annual basis.

Trustees are generally appointed for 4 years although a shorter term of appointment may be used on occasions to prevent a significant number of trustees all retiring at the same time.

There is no maximum number of terms of office.

The CEO is a member of the Trust Board but cannot hold the position of Chair or Vice Chair. One Trustee must take on the role of Safeguarding Lead for the Board.

Role of the Chair

The Chair of the Board plays a crucial role, with responsibility for leading the Board and for convening and chairing meetings.

As the main link between the Board and the Executive Management Team, the Chair will work to build a strong partnership in the Trust, in close liaison with the CEO and the Clerk to ensure the final agendas for meetings, as well as the management of papers and appropriate records, are in place.

The Chair is responsible for promoting the development of the Board as a whole. With support from Trustees and Members, they play a decisive part in ensuring that the Board is effective in challenging and supporting the educational performance of the Trust.

Related Trust documents

- Articles of Association
- Memorandum of Agreement
- Scheme of Delegation