

# **WINDSOR ACADEMY TRUST**

## **Board of Directors' Terms of Reference**

### **1 Values and Principles**

The Board of Windsor Academy Trust (WAT) will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of WAT;
- be accountable to its stakeholders and regulatory bodies for its activities;
- engage in a partnership with the Executive Team that enables and supports excellent management of the Trust and of the Trust's academies which, in turn, enables high and improving standards of educational outcomes;
- act in accordance with the Trust's Governance Principles and Scheme of Delegation.

### **2 Powers, Functions and Responsibilities of the Trust Board of Directors**

The Board is responsible for the governance and supervision of the Academy Trust and its committees, including the Local Advisory Bodies. It sets a framework for the performance, development and operation of all aspects of the trust.

Directors, through the Board, have responsibilities as:

- governors of a number of academies
- directors of a large and complex company
- charity trustees.

These combine to form the role of the Board of Director - they are not different positions but rather reflect the origin and scope of the Boards' legal duties.

In summary, the Board is responsible for:

- establishing the vision, strategy, ethos and values for the Academy Trust, setting standards for conduct and values;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association;
- designing strategy and structure for the governance, operation and development of the Academy Trust, including a clear strategy for the growth of the Trust, ensuring that capacity is built to support additional academies well;
- monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- the policies of the Trust and its academies including those related to education, pupil well-being, staffing, finances and performance;
- safeguarding the assets of the Academy Trust;
- a scheme of delegation that maintains the Board's accountabilities and responsibilities, maximises the benefits of collaboration and standardisation while reflecting the particular contexts and needs of individual academies, and ensures that delegation to individual academies reflects their educational standards and performance;
- the delegation of the running of the Trust and its Academies to the Executive Team within the agreed policies and strategies,

- supporting excellent management and administration of the Trust by the Executive Team, through a strong and effective executive leadership structure, making sure that the Executive Team is equipped with the relevant skills and guidance;
- holding the Executive Team to account, ensuring that senior leaders are challenged to improve the education of pupils;
- intervening when standards and/or performance are not progressing according to plan at an academy
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academies Financial Handbook;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

### **3 Accountability of the Board of Directors**

The Board of Directors is chiefly accountable to:

- the beneficiaries of the Academy Trust (pupils at the Academies, their parents and the local community) for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
- the DfE, the Education Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety;
- The Members of the Academy Trust, who have ultimate control over the Trust, with the ability to appoint some of the trustees and the right to amend the trust's articles of association, and
- other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

### **4 The Business of the Trust Board**

The Board provides the framework for the governance, operation and development of the trust, through its strategies, policies, structures, systems, ethos and vision. Within this framework, academies are supported to manage themselves successfully in order to maximise their impact on pupils' outcomes, with the benefits of a strong and efficient central support and challenge function.

The Board is required to:

- establish a clear governance structure, in keeping with the Articles of Association, and to ensure that all involved in the trust and academy level understand their roles and responsibilities compared to those of the Board.
- determine compliance systems that give assurance that the Trust is meeting its statutory and legal responsibilities.
- hold the Executive Team to account. The Board should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but must also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.
- show clearly its contribution to improvements in pupils' outcomes.

The work of the Board must also:

- reflect a good understanding of performance data, and knowledge of the progress and performance of pupils, in all the trust's academies.
- encourage and promote collaboration between academies within the trust, and with other schools and other sectors, including employers, locally and nationally.
- include periodic review of its structures and practice, making use of experiences and expertise outside the Board when appropriate.

In carrying out its work the Board will follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1), and will comply with:

- the Articles of Association
- the Academies Financial Handbook
- the Principles of Governance
- these terms of reference
- the scheme of delegation
- the conflicts of interest policy
- the code of conduct for Directors
- all other relevant policies of the Trust.

The Board shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

## **5 Delegation of Powers of the Board**

The Board cannot delegate its responsibilities. The Board can, however, determine what decisions it will take for itself, what will be delegated to committees, groups or individual Directors (e.g. the Chair) and what will be delegated to the Executive Team. This is set out in the Trust's Scheme of Delegation. The Directors must also consider when and from whom they should take professional advice.

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

- non-executive powers must be exercised by the Directors personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and Director of Finance, who may authorise further delegation;
- delegation should help to secure improvement, effective working and increased efficiency; and
- every act of delegation is only a delegation of powers and does not relieve the Directors of responsibility.

Delegation can be made to:

- Board committees including the following committees:
  - Finance and Audit,
  - Personnel and HR
  - Performance and Standards
  - Pay and Remuneration.
- the Local Advisory Boards (LABs);
- any individual Director;
- the Executive Team (which in turn may delegate to further individuals).

The Board may establish a list of powers as "Reserved Matters" that may not be delegated.

## **6 Chair and Vice Chair of Trust Board**

At the first meeting in each school year, the Directors shall elect a Chair and Vice Chair from among their number. A Director who is employed by the trust is not eligible for election as Chair or Vice Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

The main role of the Chair is to Chair meetings of the Trust Board. He or she also provides leadership to the Directors and acts as the main point of contact between the Directors and the Executive Team. The Chair is also expected to carry out an annual review of each Director's contribution to the Board's performance and to ensure that each trustee is investing in his/her own development.

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 Director. If the Chair is to carry out certain specific functions then these must be expressly delegated to him by the Board.

It is recognised that periodic changes to the Chair and Vice Chair can be beneficial and the Board therefore expects that neither the Chair nor Vice Chair will hold the same role for more than 6 years.

The Board will develop succession plans and invest in the development of Directors to prepare them for the role of Chair and Vice Chair. It is expected that Directors who put themselves forward as Vice Chair will see this as preparation for the role of Chair, although all suitably qualified and experienced Directors will be encouraged to put themselves forward for election as Chair.

## **7 Meetings of the Trust Board**

There will be a minimum of six meetings of the Directors each academic year. Meetings of the Directors shall be convened and conducted as provided by the Articles.

In determining the agenda for Board meetings and committee meetings, the Directors will have regard to the requirement on them to:

- ensure good financial management and effective internal controls;
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);

- receive and consider information on financial performance at least three times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets
- discharge their responsibilities as set out in the Scheme of delegation
- take into account the roles of other elements of governance, so that suitable arrangements can be made for recommendations, proposals and consultation to be reflected in decision making.

The Board should have a professional clerk at each meeting, providing information and guidance on regulatory practice and procedures, and who takes the minutes and issues the agenda.

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

## **8 Risk Management**

The Trust's statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

The Directors' report therefore must include a description of the principal risks and uncertainties facing the Academy Trust and any subsidiary undertakings, as identified by the Directors. The report must also include a summary of the Directors' plans and strategies for managing these risks. The Directors must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Directors are therefore responsible for:

- identifying the major risks that apply to the Academy 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 etc.)
  - reputational risks (perceptions of parents and the wider community, and of other key stakeholders).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

The Board, supported by the Executive Team, shall prepare a risk register for approval by the Directors, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named individuals assigned to manage each area.

## **9 The Management of Conflicts of Interest**

The Companies Act 2006 imposes a statutory duty on the Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to:

- declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- avoid any conflict of interest between that interest and the interests of the Academy Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Academy Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Academy Trust and a third party.

Further details are set out in the Conflicts of Interest Policy with which the Directors are obliged to comply.

Regardless of whatever Directors may do outside this role, they may not see themselves as representatives of another body on the Board.

## **10 Composition of the Trust Board**

Directors are appointed in the main by the Members (who can appoint 10 Directors), although the Board is also able to co-opt 3 Directors.

In determining the size of the Board, a balance needs to be struck between being sufficiently small to remain focused and efficient, while being sufficiently large to bring in the skills and capacity needed to lead a diverse, substantial and complex organisation.

It is essential that the Trust Board has a proper mix of skills and experience. The Board must therefore be aware of the skills, expertise and attributes needed by the Board, and of the skills, expertise and attributes that the current Directors bring to the board. It will identify any gaps with a view to bridging these through recruitment, training and development

As the Board is accountable to the Members of the Academy Trust it is best practice to hold a clear distinction between the two layers of governance by having at least one Member (and preferably more) that is not also a Director. This ensures that Members, independent of Directors, provide oversight and challenge, and is particularly important in MATs where the trust is responsible for a number of academies.

## **11 Recruitment of Directors**

Members and Directors must be able to identify potential new Directors in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Director fit in with the Academy Trust's requirements in the short, medium and longer term;
- each new Director is not disqualified from acting as a Director by any provision of the Academy Trust's Articles of Association (including the requirement that he is not disqualified as a company Director or charity trustee);

- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Director takes up position; and
- the new Director understands the responsibility he / she is taking on and consents to act as a Director.

Each new Director will be properly inducted to ensure that he / she understands the nature and extent of his or her role and responsibilities. It is the duty of a new Director to ensure that he / she is familiar with the Objects of the Academy Trust, its history and ethos, the nature and extent of its activities, and the content of the Academy Trust's Articles of Association.

The Trust shall provide each new Director with:

- the Academy Trust's Articles of Association
- these terms of reference
- the scheme of delegation
- The Code of Conduct for Directors
- the conflicts of interest policy
- all other relevant policies.

Directors are required to sign the WAT Director Declaration within two weeks of appointment, and within two weeks of any agreed revised declaration.

The CEO to the Board shall ensure that any appointment of a new Director is notified to the EFA (via the Information Exchange) within 14 days of the appointment (as required under the Academies Financial Handbook).

In appointing new Directors, it is understood that

- the CEO is a Director, unless they themselves choose not to be, in accordance with the Articles of Association,
- two parent representatives are required to be appointed to the Board or each of the Local Advisory Bodies – Windsor Academy Trust has determined that these parents will sit on the local advisory Boards..
- the number of Directors (or members) that are local authority influenced cannot equal or exceed 20%.

## **12 Training and Development of Directors**

The Directors shall ensure that the Board has the skills and experience needed to perform its functions effectively and that it is able to appoint suitably knowledgeable and experienced Directors to each Committee. Training opportunities will therefore be made available to enable Directors to develop their skills. Directors will also be kept up to date with developments in the legal and regulatory framework in which the Academy Trust operates.

The Board is expected to have in place a system for evaluating Directors, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

The Board ensures effective succession planning so that, in normal circumstances, no Director serves for longer than two terms of office (4 years each), and the Chair and Vice Chair are renewed at least every six years.

The Board shall ensure that, through its appointments, all Committees have the skills and experience needed to perform their functions effectively.

### **13 Stakeholders**

The Board is expected to have regard to the views of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- Pupils
- Parents
- Staff.

### **14. Indemnity**

The Articles of Association state that the Academy Trust will indemnify a governor against any claim brought against them in their capacity as a director in certain conditions as set out in the Articles. This is backed by Directors' and officers' indemnity insurance.

## **Annex 1 the Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")**

### **1. Selflessness**

Holders of public office should act solely in terms of the public interest.

### **2. Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

### **3. Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### **4. Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

### **5. Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

### **6. Honesty**

Holders of public office should be truthful.

### **7. Leadership**

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.