



## Pennine Academies Yorkshire Trust Policy

Name:	Board of Trustees Terms of Reference
Date written:	September 2019
Date ratified by the Board of Trustees:	15/10/2019
Date of Review:	Autumn 2020

### Board of Trustees Terms of Reference

#### Quorum

There must be a minimum of 50% of **filled** Trustees places at any time. All Trustees must be aged 18 or over.

#### Membership of the Board of Trustees includes:

NAME	TITLE
Imran Khan	Chair
Emma Wilson	Chair of Finance Audit and Risk committee
Syra Shakir	Community
Brent Fitzpatrick	Finance
Siobhan Hammond	Human Resources
Paul Triner	Education
Andrew Bairstow	Business

#### Preamble

In this document:

“Academy”	means the Academy which is one of the Academy Transformation Trust group of academies;
“Articles”	means the Articles of Association of the Trust;
“Chief Executive”	means the person appointed by the Trustees as an employee to oversee and co-ordinate all Trust activities, being Michael Thorp;
“Chief Financial Officer”	means the person appointed by the Trustees as an employee, under the overall direction of the Chief Executive, to oversee the financial aspects of the Trust;
“Governor”	means a member of the Local Committee
“Governors’ Handbook”	means the handbook prepared by the Trust explaining the role of governors in force from time to time;

“Improvement Director”	means the person appointed by the Trustees as an employee, under the overall direction of the Managing Director, to oversee academy improvement within the academy;
“LA”	means the Council in which the academy is situated;
“Local Advisory Body”	means the Local Governing Body for the academy constituted as provided by paragraph 4 of this document;
“Personal Financial Interest”	means any interest in the employment or remuneration of, or the provision of any other benefit to, a Governor as further detailed within Article 6 of the Articles;
“Headteacher”	means the member of staff at the academy who has been appointed (in accordance with this document) to have overall day to day control of and responsibility of the academy;
“Secretary”	means the Secretary of the Trust or any other person appointed to perform the duties of Secretary to the Trust;
“Staff Member”	means a member elected to the Local Committee by members of staff of the academy;
“this document”	means these Terms of Reference;
“the Trust”	means Academy Transformation Trust, a company limited by guarantee having registered number 10975521 ;
“the Trustees”	means those persons appointed as directors (under company law) and trustees of the Trust (under charity law).

Unless the context requires otherwise, a reference to:

a numbered paragraph is a reference to the paragraph so numbered in this document (or the sub-paragraph, as the case may be), and

words importing one gender shall include any other gender, the singular number shall include the plural and vice versa and the headings are included for convenience only and shall not affect the construction of this document.

## 1. INTRODUCTION

1.1 PENNINE Academies Yorkshire (the “Trust”) is governed by a Board of Trustees (the “Trustees”) who are accountable to the Department for Education and have overall

responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.

1.2 The following 4 academies are currently operated by the Trust:

**Farnham Primary School, Crossley Hall Primary School  
Laycock Primary School, Hollingwood Primary School**

(each one the “**Academy**” or collectively the “**Academies**”).

1.3 In order to assist with the discharge of their responsibilities, the Trustees have established a Terms of Reference for the Board of Trustees (BoT). The BoT shall be a committee established pursuant to Articles 45 to 49 (inclusive) of the Articles of Association of the Trust (the “**Articles**”).

1.4 The Trustees may review these terms of reference at any time but shall review them at least annually.

1.5 These terms of reference may only be amended by the Board of Trustees.

- 1.6 Although the Board may delegate its functions, it remains fully accountable for them and has a duty to intervene as and when necessary, including removing all or any of the delegated functions (including those relating to staffing and budget) from a Local Advisory Body if it deems that it would be in the best interests of learners and staff.
- 1.7 If there is any discrepancy between these Terms of Reference and the Trust's Articles or its Scheme of Delegation (see Annex 1), the Articles and Scheme of Delegation shall take precedence over these Terms of Reference in that order.

## **2. CONSTITUTION & MEMBERSHIP OF THE BOARD OF TRUSTEES**

- 2.1 Members of the Board shall be known as "trustees".
- 2.2 The Trust Members have the right to appoint such persons to the Board as they shall determine from time to time.
- 2.3 The composition of the Board shall be as follows:
- up to 11 members appointed trustees who are appointed based on professional skills in the areas of business, education, finance, human resources or community.
- 2.4 The procedure for the appointment and the removal of Trustees shall be as set out in the Articles of Association.
- 2.5 The Trust Members reserve the power to remove Trustees from office and change the governance structure, subject to the provisions of the Articles of Association.

## **3. PURPOSE OF THE BOARD OF TRUSTEES**

### **Scope of Duties and Responsibilities**

- 3.1 In respect of governance:
- a) Appointment of Governors –ensuring processes are in place for appointment of Governors (including ensuring that the Governors have the skills to run the Trust and the academies).
  - b) Approve terms of reference for LABs and Committees (Local Advisory Body)
  - c) Training programme for Trustees and Governors

- d) Appointment of Chair of Local Advisory Body
- e) Delegate authority for the Chief Executive to make decisions on behalf of the trust and to sign off on payments up to £50k in line with procurement policy

### 3.2 In respect of strategic management:

- a) Set strategic objectives of the Trust and academies
- b) Deliver strategic objectives of the Trust and academies
- c) Scrutiny – review and challenge progress of the Trust against its strategic objectives and KPIs
- d) Compliance – Funding Agreement – comply with all obligations including the Academies Financial Handbook.
- e) Compliance – Regulatory – with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety).
- f) Compliance – Financial Oversight – ensuring that there are appropriate financial controls so that there is regularity, probity and value for money in relation to the management of public funds.
- g) Recommend to members the appointment of the Auditors and Audit Committee.
- h) Appointment of Clerk for the Board and LABs, and the Company Secretary.
- i) Establish a training programme for Trustees and Governors
- j) Appoint Chair of Local Advisory Body

### 3.3 In relation to financial and risk management and reporting requirements:

- a) Ensure Trust's continuing compliance with all ESFA/DfE financial management requirements
- b) Approval of the Trust's Financial Regulations and all financial policies
- c) Approve the Financial Management System and ensure it is suitable for the needs of the Trust
- d) Maintenance of a Register of Business Interests for all Members, Trustees and Governors and senior staff involved in decision making of the awarding of contracts etc . Put in place a procedure to deal with any conflicts of interest.
- e) Delegate authority for the Chief Executive to make decisions on behalf of the trust and to sign off on payments up to £50k in line with procurement policy
- f) Receive and review Trust consolidated management accounts comprising Income and Expenditure account, Balance sheet, cash flow and variance analysis
- g) Establish satisfactory reasons for variances in consolidated management accounts
- h) Approval of year end consolidated statutory accounts
- i) Receive External Audit Management Letter and findings report
- j) Appoint External and Internal Auditors

- k) Receive Audit reports and report action points and academy response to Accounting Officer / BoT
- l) Ensure all points raised from Annual Audit Management Report are actioned
- m) Approve the Trust Consolidated annual budget
- n) Approve the School Support Charge from Trust to the individual academies
- o) Monitor and control expenditure against budget during the financial year
- p) Approval of Special Payments, per ESFA 3.7, including staff severance and compensation payments,
- q) Authorisation for advertising of tender above the OJEU limit and awarding of such tenders
- r) Approve procurement policy
- s) Approval of novel or contentious transactions – which must always be referred to the ESFA for prior authorisation.
- t) Approval of Gifts and Hospitality policy for the Trust
- u) Maintain a Register of gifts and hospitality received by members and staff of the Trust
- v) Ensure the arrangements for insurance cover are adequate
- w) Undertake an assessment for risk management for insurance purposes for the Trust
- x) Review and approve a Charging and Remissions policy for the Trust
  
- aa) Write off of Bad debts in line with the regulations set by the Academies Financial Handbook - a) Over £500
- bb) Opening of bank accounts required for the Trust with 2 signatories for all accounts
- cc) Approval of capitalisation limits and depreciation policy for the Trust
- dd) All assets must be purchased following the delegated limits
- ee) Disposal of land and buildings
- ff) Maintain a Corporate Risk Register
- gg) These duties and responsibilities may be delegated to the Audit Committee and Local Governing Bodies, unless reserved by Statute to the Board of Trustees

#### 3.4 In respect of education and curriculum:

- a) Ensure the Trust's academies achieve at least good outcomes and progress for all children and young people
- b) Ensure the Trust and academies have all relevant statutory education policies in place
- c) Make sure all children and young people are safeguarded across the Trust and academy
- d) Approve the Trust development and improvement plan annually
- e) Approval of all academy school improvement plans

- f) Ensure all Trustees and Governors are appropriately trained in education and school improvement matters.
- g) Set and agree admissions policy
- h) Set the opening and closing times for the academies, length of school day and term dates

### 3.5 Other

- a) Approval of all staff, pay and recruitment policies across the Trust and agree general terms and conditions for all staff
- b) Agree changes to template contracts of employment
- c) Appointment of Chief Executive Officer
- d) Appointment of Headteachers or equivalent to individual academies
- e) Approval of appointment of Trust centre staff
- f) Approval of staff structure of academy
- g) Appointment of staff into new roles within the academy (outside of agreed structure)
- h) Setting of salary scales for all staff
- i) Awarding pay rises to staff on Trust leadership contracts
- j) Dismissal of member of staff – no award of severance or compromise agreement
- k) Dismissal of member of staff on grounds of capability
- l) Dismissal of member of staff - award of any severance or compromise payment as a result of a proposed dismissal
- m) Conduct appraisal of the Chief Executive Officer
- n) Appointment of a payroll provider for the Trust
- o) Establish Trust wide HR policies in accordance with all appropriate regulations
- p) Oversee public relations activities to project the activities of the Trust and the academies to the wider community.

All Trustees have a duty to act honestly and in good faith, with a view to promoting the best interests of the Trust and to observe the duties set out in the Trustees' Code of Conduct.