



## Terms of Reference

### Members and Board of Trustees

As a charity and company limited by guarantee, Cheltenham Bournside & Sixth Form Centre (the **Trust**) is governed by a Board of Trustees (the **Board**). The Board is the Trust's accountable body and has overall responsibility, with ultimate decision-making authority for all the work of the Trust, including the establishing and running of the Academy.

This document defines the roles, the terms of reference for and the scheme of delegation for the Trustees and the committees. It also identifies the separate responsibilities of the Trust's Members.

The Board and the Members will review these Terms of Reference at least once every twelve months and may only be amended by the Board with the agreement of the Members. The functions, delegations, duties and proceedings of committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

### Related Documents

- Articles of Association
- Academies Financial Handbook 2020
- Funding Agreement
- Governance Handbook
- NGA Guidance (various).

**Date approved by the Board:** 26 January 2021

**Date approved by the Members:** 2 March 2021

**Date for next review:** January 2022

## 1. The members

The **members** of the Trust are the effective equivalent of shareholders in a private limited company with additional responsibilities to DfE. They have ultimate control over the Trust. They have a number of statutory rights and also rights set out in the Trust's Articles of Association (the **Articles**). Members are aware of, and accept, the Nolan Committee's Seven Principles of Public Life.

The statutory rights of members are:

- The right to remove Trustees
- The right to amend the articles
- The right to receive annual accounts
- The right to appoint the auditors
- The appointment of Trustees
- The appointment and removal of members.

Members are the 'guardians of the governance' of the Trust, and must ensure that the school's charitable objective – advancing education for the public benefit – is met.

Primarily this means focusing on:

- Outcomes and the strategies employed in order to deliver them
- Financial oversight - is the Trust spending public money wisely?
- Effective governance
- Remuneration.

Members are only required to meet formally once a year to hold the AGM, where they receive the annual audited accounts which includes the annual Trustees report. However, our members like to meet more often than this in order to carry out their role. They are also invited to attend school events e.g. Christmas Carol Service, Art Exhibition, Sports Day, School Productions

Members have access to minutes from the Board meetings, audit committee reports and minutes, strategy related papers, and other key information as requested from time to time. Ad hoc meetings between members, the Chair of Trustees and Headteacher/ School Business Manager may also take place as deemed necessary.

The Clerk to the Governors will produce a summary in July each year detailing individual and group Trustee training records, Trustee attendance records, a record of learning walks/monitoring visits and a copy of the annual Skills Matrix.

## AGM

The members will invite all Trustees, the Headteacher, School Business Manager and Clerk to the Trustees to the AGM. The key focus of the AGM is to receive the Annual Accounts which will have been approved by the Board. As part of this process, members will have the opportunity to ask questions of the Trustees in order to ensure that the Aims are being met. They will also receive a verbal report from the Headteacher and Chair of Trustees on progress made and plans going forward.

## 2. The trustees

The **Board of Trustees** has overall responsibility and ultimate decision-making authority for all the work of the Trust within the terms of the Trust that apply to them. The Board fulfils its responsibilities through strategic planning and by the setting of policy and standards, as well as taking responsibility for the oversight and management of risk.

It will put the wellbeing and highest quality education of children first. It will support, monitor and challenge the senior leadership team, understanding the challenges and pressures on schools and help leaders navigate these issues with sensitivity, optimism and ambition. The Board has the authority to direct change where required. It will act with fairness, integrity and honesty in all its dealings with the School.

The meetings of the Board itself will focus on:

- setting the values, aims and objectives of the Trust
- strategic planning
- reviewing **overall progress against the School Improvement Plan** and its objectives (particularly in respect of growth and sustainability, facility development, organisation and leadership, and educational outcomes), and taking action where appropriate
- reviewing **overall performance of the School** (particularly in respect of educational outcomes, student welfare, staff development and financial performance), and taking action where appropriate
- the review and setting of policy and standards, and their effectiveness
- the oversight and management of risk
- addressing issues raised to its attention by any of its committees, or through reports received following governor monitoring visits, in particular where decisions or priority setting is required.

In order to support the effective operation of the Trust, the Board has adopted a Circle Model of Governance where the full Board of Trustees meets on average every month during term time which is likely to be around 8 times each year, but as a minimum will be 6 as set down in the Academies Financial Handbook. It has established two committees to which it has delegated certain of its powers and functions. It has also established a number of Ad Hoc Panels.

The Board shall appoint an individual from among their number to act as Chair. To enable the efficient governance of the school the board have agreed to appoint two Co-Vice Chairs

The Board will be responsible for the selection and appointment of the Headteacher. The performance review is delegated to the Pay and Performance Committee.

Delegation of powers to each committee or ad hoc panel has been agreed by the Governing Board to enable them to carry out their duties and ensure the smooth running of the school.

The Chair of Governors, or in his /her absence either of the Co-Vice Chairs, can take decisions on behalf of the Governing Board only when a delay would prejudice the interests of the school and a special governors' meeting is not practicable.

The day-to-day management and responsibility for the running of the School is delegated by the Board to the Headteacher, who will also serve as the Accounting Officer for the Trust. The Headteacher is supported by the Senior Leadership Team including a School Business Manager who will serve as the Chief Finance Officer for the Trust.

The Board will ensure that Trustees have the necessary skills, background and experience to properly fulfil the relevant functions. In accordance with best practice, the Board will carry out regular reviews of the skills and experience available in the form of an annual Skills Matrix amongst the Trustees and will seek to develop additional capability and skills where required.

### 3. Committees

The Board has resolved to establish the following committees:

- **Audit and Risk Committee**
- **Pay and Performance Committee.**

The members of each committee shall elect a member who is also a Trustee to act as Chair. The committee may also elect a vice-chair or may elect a temporary replacement from among the members present at any meeting where the Chair is absent. The functions and delegated authorities of each committee are defined in the individual committee's Terms of Reference.

The Board has the authority to appoint and remove committee members.

The Board will ensure that committee members have the necessary skills, background and experience to properly fulfil the relevant functions.

Each committee shall have a minimum of three members who are Trustees.

Each committee shall be responsible for the matters as set out in its individual Terms of Reference. Each Committee is authorised by the Board to:

- carry on any activity authorised by their individual Terms of Reference; and
- seek any appropriate information that it properly requires to carry out its role.

### 4. Monitoring Visits

Across the year a range of monitoring visits/learning walks into school will take place by Trustees. The focus of these visits will be directly linked to the School Improvement Plan, as well as the overall performance of the school.

The Board will receive reports from the Trustees carrying out these visits. The visits will normally be undertaken by a monitoring pair, but from time to time it may be a single Trustee or more than two.

All visits will adhere to the Trustees School Visits Policy.

### 5. Ad Hoc Panels

#### Terms of Reference

#### a) Admissions Appeals

To hear any appeal against a decision not to award a place at the school for a student. These appeals may be made as a result of the over-subscription of applicants for Year 7 entry, or for 'in year' appeals which may occur on an ad hoc basis for any year group throughout the year.

The Panel is made up of three members, all of whom should be independent of the running and management of the School.

#### b) Complaints

To hear any complaint that has reached stage 3 as specified within the School's agreed Complaints Procedure.

The Panel is made up of three members, at least one of whom should be independent of the running and management of the School with two others (normally members of the School's Governing Board), but none of whom shall have had previous involvement in the handling of

the complaint. This panel will be chaired by the action officer appointed under the terms of Complaints Procedure.

### **c) Discipline (Students)**

The duty of the Discipline Panel is to review the Head's decision in respect of:

- Permanent Student Exclusions
- Fixed term Student Exclusions as defined by the Department for Education (DfE).

The responsibilities of the Panel are to respond to Government guidelines.

The Discipline Panel has a regular Chair and any two available governors. No staff governor can be a member of this Panel.

### **d) Pay Appeals**

- To hear any pay appeal as provided for within the School's agreed Pay Policy.
- The Pay Appeals Panel has a regular Chair and any two available governors. No staff governor can be a member of this Panel.

### **e) Discipline (Staff )**

- To consider such staff disciplinary cases as may be referred to it as a result of the actions of the Head. Where appropriate the panel has the power to terminate the employment of a member of staff.
- To receive the details of any suspensions carried out by the Head.
- To suspend or terminate the employment of the Head on grounds of misconduct or capability.

The Staff Panel has a regular Chair and any two available governors. No staff governor can be a member of this Panel.

### **f) Staff Appeals**

To hear any appeal against disciplinary action related to a member of staff.

The Staff Appeals Panel has a regular Chair and any two available governors. No staff governor can be a member of this Panel.

## **6. Board of Trustee Meetings**

It is a statutory requirement of the Academies Financial Handbook that the Board will meet a minimum of 6 times each year. Trustees can request that the Chair convenes a meeting by giving reason and reasonable notice.

An agenda agreed by the Chair and papers in support of the agenda will be sent to all attendees at least 4 school working days before the date of the meeting. The Headteacher shall ensure that a clerk is provided to take minutes at meetings of the Board and its Committees.

A register of attendance shall be kept for each Board and committee meetings and published annually.

The Board and its committees may invite one-off attendance at meetings from persons who are not Trustees to assist or advise on a particular matter or range of issues. Such persons may speak at the invitation of the Chair but shall not be entitled to vote.

By agreement of the Chair, and on an exceptional basis, the proceedings of a meetings may be conducted via video or other appropriate means.

Should confidential matters be discussed at a meeting, these shall be noted as Confidential in the minutes. The Chair will decide whether a matter is to be considered confidential. The following is a non-exhaustive list of matters that will generally regarded to be confidential:

- those concerning specific members of staff or students
- courses of action that might lead to redundancies, disciplinary action or dismissal
- consideration of legal advice, of estimates or tenders for work or supplies or valuations
- proposals to suspend or remove a member of the Board or Committees
- formal complaints – depending on the nature of the complaint
- matters regarded and identified by the Board as being confidential.

Within 15 school working days of a meeting, minutes will be produced. The minutes of each meeting will be agreed by the Chair prior to issue. The minutes shall be agreed and approved at the subsequent meeting of the Board.

## **7. Conduct of Trustees and their Interests**

All Trustees are aware of, and accept, the Nolan Committee's Seven Principles of Public Life. All Trustees shall sign a copy and observe at all times the provisions of the Code of Conduct.

The Trust will maintain and publish as required a register of the business and pecuniary interests of members, Trustees, and senior employees. The form of the register is entitled, "Register of Business and Pecuniary Interests". Trustees are required to declare any business or other interests in any item being discussed at a meeting.

Each Trustee, if present at a meeting, must disclose their interest, withdraw from the meeting and not vote on a matter if:

- there may be a conflict between their interests and the interests of the Trust
- there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
- they have a personal interest in a matter (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter).

## **8. Disqualification & removal of Trustees**

A person shall be ineligible for appointment as a Trustee and, if already appointed, shall immediately cease to be a Trustee if the relevant individual:

- is or becomes disqualified from holding office under the Trust's Articles of Association
- is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people
- is barred from any regulated activity relating to children
- is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestered and the sequestration has not been discharged, annulled or reduced
- is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any

conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974)

- has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment
- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check
- commits a serious breach of the Trust's Code of Conduct or any standing order or protocol implemented by the Board.
- resigns his/her office by notice in writing to the Chair of Trustees
- in the case of a Headteacher, they cease to be the Headteacher
- their term of office expires, and they are not re-appointed
- Is refused appointment or identified for removal by the members.