



# **Terms of Reference for Trust Board**

## Terms of Reference for Trust Board

### Rationale

The underlying principles for The Constellation Trust Terms of Reference and associated Scheme of Delegation are:

- all academies within the Trust are in an equal partnership irrespective of their length of membership, size or capacity;
- all aims and objectives are set to reflect our exemption from charitable status and our Memorandum and Articles of Association;
- all statutory obligations are fully met, including our Funding Agreement and the Academies Financial Handbook;
- all local governing bodies serve the needs of the pupils within the academy and local community; and
- support and intervention is provided to any academy where educational, financial standards, outcomes and/or pupil progress does not meet with the Trust's expectations.

### Our Mission Statement

The Constellation Trust strives to be an inclusive, purposeful and high achieving educational community that delivers an outstanding learning experience. Each of our academies ensures every child achieves and believes in success.

### Our Shared Values

The Constellation Trust promotes excellence, fosters mutual respect and tolerance, seeks to innovate and celebrates the success of all.

### Our Objectives

- All pupils, regardless of starting point, will meet or exceed their potential.
- All academies will offer a broad, exciting and engaging curriculum that creates a love of lifelong learning.
- Every pupil will be given opportunities to develop socially and emotionally to become confident, resilient learners.
- The achievement gap between disadvantaged and non-disadvantaged pupils will be closed.
- Recruit and retain excellent staff providing high quality professional development.
- Best value will be achieved through robust, centralised services to benefit all.

## Principles of Our Trust

- The Trust's purpose, in all its actions, is to meet the needs of the pupils it serves.
- All academies are fully inclusive and welcome children from vulnerable groups; we are non-selective.
- The Local Authority admissions criteria is adopted across the Trust.
- Staff are supported through high-quality professional development and engage, where appropriate, in our SCITT.
- The National School Teachers Pay and Conditions and National Joint Council conditions of service are adopted.
- The Trust works positively with trade unions and actively involves them in our decision-making.
- All academies engage, where appropriate, with the local behaviour partnerships and 'Fair Access' protocols.
- We believe that every pupil, irrespective of their starting point, should succeed and achieve.

## Scope of the Terms of Reference

The Local Governing Body (LGB) will be accountable ensuring high educational and financial standards. Outcomes and/or pupil progress is required to meet the agreed key performance indicators (KPIs) set and agreed for the academic year. Governors of the LGB will take a proactive role in the setting and agreement of KPIs, in consultation with the Trust Board.

In the event of a decline in standards the Trust will provide support and intervention; this will include an audit of the skills of the LGB to ensure that governors have the required skills and experience to implement effectively the level of autonomy contained in these Terms of Reference. Governors of the LGB may be removed if the skills audit identifies a lack of specific expertise, to ensure effective accountability and to address the decline in standards. If Ofsted judge the academy to provide an overall educational standard that is less than good, individual governors and potentially the full LGB, may be replaced.

## **The Constellation Trust**

Each academy is to achieve the objectives of the Trust. The Trust will establish, for each academy, a LGB. Schools or academies joining the Trust who are judged by Ofsted to be 'Good' or better may nominate members of their existing governing board to be appointed to the LGB and, subject to an audit demonstrating a wide range of appropriate skills, this will usually be agreed. The role of the LGB will be to oversee the running of the academy on behalf of the Trust, in line with the Scheme of Delegation.

## **Communication between the Trust Board and LGBs**

The Trust Board and LGBs meet on a published, calendared cycle. The Chair of the Trust Board and the Executive Head/CEO will meet with Chairs of Governors from the LGBs regularly. This provides an opportunity to share information between the Trust and the LGBs. Feedback from the meetings will be a standing item on the agenda for LGBs and the Trust Board.

## **Scheme of Delegation**

The Scheme has been developed to clarify the responsibilities and powers of the Members, Trustees and its subsidiary committees and LGBs. The Scheme is in accordance with the Memorandum and Articles of Association and the Academies Financial Handbook. The Members of the Constellation Trust have a different status from the Trustees. The Members are the subscribers to the Memorandum of Association, they have an overview of the governance arrangements of the Trust and have the power to appoint and remove trustees. Members can amend the Articles and may do so to support stronger governance arrangements.

The Constellation Trust Company No. 06545396 is the Trust and Trustees appointed to this company who are responsible under statute, regulations and Funding Agreements for all Academies within the Trust. Trustees are responsible for ensuring that the Trusts funds are used only in accordance with the law, its Articles of Association, its Funding Agreements and the latest Academies Financial Handbook.

The Board of Trustees has wide discretion over its use of the Trusts funds, which it must discharge reasonably and in a way that commands broad public support. It is responsible for the proper stewardship of those funds, including regularity and propriety, and for ensuring value for money.

## Accounting Officer

The Trust Board must designate, in writing, a named individual as its Accounting Officer. The individual must be a fit and suitable person for the role. The appointment of an Accounting Officer does not remove the responsibility of the Trust Board, both individually and as a Board, for the proper conduct and financial operation of the Trust. Executive Head/CEO is the appointed Accounting Officer of The Constellation Trust.

The role of Accounting Officer includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to the ESFA's Accounting Officer, for the financial resources under the Trust's control. Accounting Officers must be able to assure Parliament, and the public, of high standards of probity in the management of public fund.

The Accounting Officer must complete and sign a statement on regularity, propriety and compliance each year and submit this to ESFA with the audited accounts. The Accounting Officer must also demonstrate how the Trust has secured value for money via the governance statement in the audited accounts.

Whilst the Accounting Officer is accountable for the Trust's financial affairs, for keeping proper financial records, and for the management of opportunities and risks, the delivery of the Trusts detailed accounting processes will be delegated to a Chief Financial Officer, who will perform the role of Director of Finance and Business.

The Accounting Officer must take personal responsibility (which must not be delegated) for assuring the Trust Board that there is compliance with the Academies Financial Handbook and the Funding Agreements.

The delegations set out in this Scheme are delegated to the specified committees or post holders employed within the Trust. Delegations cannot be exercised other than by the designated person or committee unless otherwise directed or agreed by the Trust Board of Directors.

In the absence or incapacity of the Executive Head/CEO, the delegations stand delegated to the nominated Deputy, unless otherwise directed or agreed by the Trust Board of Directors. In the absence or incapacity of a post holder, other than the Executive Head/CEO, the delegations stand delegated to the Executive Head/CEO, unless otherwise directed or agreed by the Trust Board of Directors. Instead of exercising her/his delegated powers, a post holder or Committee may refer the matter to another Committee or to the Trust Board.

The Accounting Officer will delegate the management of specific budgets to individual budget holders within the Academies. These budget holders must follow the agreed the Constellation Trust Financial Regulations and Procedures approved by the Trust Board of Directors.

### **The Trust Board of Trustees**

The Trust Board will elect a Chair and Vice Chair at the first meeting of each academic year.

Employees of the Trust are not eligible for election.

The quorum for a Board meeting shall be any three Trustees, or, where greater, any one third (rounded up to a whole number) of the total number of trustees holding office on the date of the meeting.

### **Committee Structure**

The standing committees are:

- Audit Committee
- Pay Committee

There shall be terms of reference for these Committees, agreed at the start of each academic year, setting out its delegated powers. Each Committee should elect a Chair at the beginning of each academic year.

The quorum for a meeting of a committee shall be three Trustees.

Committees shall be clerked by the Clerk to the Board.

Meeting dates and the agenda must be circulated at least 7 days prior to any meeting; papers shall be presented as at least 7 days prior to the meeting whenever possible.

### **Local Governing Body**

Each academy within the Trust will have a LGB. The Trust will work on the principle of Earned Autonomy: that LGBs which can demonstrate sustained high standards in their academies will be allowed the maximum possible autonomy in running their academies.

## Finance and Assets

- The Scheme of Delegation shall be operated with reference to the Academies Financial Handbook.
- The financial scheme of delegation shall be reviewed annually, with financial limits reviewed as required to take account of inflation and the size of the General Annual Grant (GAG).
- Financial limits shall be set as either monetary limits or percentage of the GAG.
- Financial limits and delegated financial powers are shown in the Trust Financial Regulations/Manual.

## Emergency Powers

The Chair of the Trust Board, jointly with the Executive Head/CEO, may make additional emergency decisions beyond the scheme of delegation, as long as the decision is not out of line with other Academy policies and that the decision is referred to the appropriate Committee at the earliest opportunity for noting. A decision record, with the rationale, will be prepared to record the emergency decision and this will be signed by the Chair of the Trust Board and the Executive Head/CEO.

These emergency powers will not be exercisable when company or charity law dictates that certain decisions can only be taken by a properly convened and quorate meeting of the full Trust Board. All decisions shall also be reported to the next meeting of the full Trust Board.

## Audit Committee

The Committee's role is to provide assurance over the suitability of, and compliance with, the Trust's financial systems and operational controls.

Staff employed by the Trust must not be members of the Audit Committee, but may attend to provide information and participate in discussions.