



GREENWOOD TREE  
ACADEMY TRUST

**GREENWOOD TREE ACADEMY TRUST**  
**FULL TRUST BOARD OF TRUSTEES**  
**TERMS OF REFERENCE (v4.2)**

**1. POWERS OF THE FULL TRUST BOARD**

- 1.1. The Trustees shall exercise duties and powers as set out in the Academy Trust's Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time, and, in particular;
  - 1.1.1. to advance for the public benefit education by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum, the Object of the Academy Trust (*Article 4*).
  - 1.1.2. to expend the funds of the Academy Trust in furtherance of the Object as they consider most beneficial and enter into contracts on behalf of the Academy Trust (*Article 94*).
  - 1.1.3. to abide by the requirements of and have regard to the guidance in the Academies Finance Handbook including approval of the annual budget each Academy financial year.
  - 1.1.4. to prepare and submit Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website (*Articles 129-131*).
  - 1.1.5. to establish any Committee they deem appropriate (*Article 100b*) and to regulate their proceedings (*Articles 101*).
  - 1.1.6. to establish Local Governing Bodies (*Article 100a*) and to regulate their proceedings (*Articles 104*).
  - 1.1.7. to appoint the Chief Executive, Executive Headteachers, Headteachers or Heads of School of the Academies (*Article 107*).
  - 1.1.8. to delegate powers and functions to any Trustee, Committee (including LGB), Trust Business Manager or Headteacher as they consider desirable (*Article 105-6*).
- 1.2. The Trustees shall have the right to intervene in the governance of an individual or multiple academy where it has serious cause for concern including;
  - 1.2.1. Standards of performance of pupils at the Academy are unacceptably low.
  - 1.2.2. Serious breakdown in the way the Academy is governed or managed.
  - 1.2.3. Safety of pupils or staff is threatened.
  - 1.2.4. Financial mismanagement or failure to operate within budget.
- 1.3. The Articles of Association can be found at <https://greenwood-tree.eschools.co.uk/web>
- 1.4. The Master Funding Agreement can be found at <https://greenwood-tree.eschools.co.uk/web>

## **2. COMPOSITION AND APPOINTMENT OF THE BOARD OF TRUSTEES**

- 2.1. The composition of the Full Trust Board is set out in the Articles of Association and, in particular, shall be as follows;
  - 2.1.1. Up to eleven (11) Trustees.
  - 2.1.2. Such number of Foundation Trustees appointed by the Members that they shall be in the majority (Article 50AA).
  - 2.1.3. The CEO/Executive Headteacher.
  - 2.1.4. Co-opted Trustees (up to two) appointed by the Trustees (Article 47),
- 2.2. The appointment of Trustees shall be as set out in the Articles of Association, in particular;
  - 2.2.1. The Members shall agree by simple majority the appointment of Trustees under Article 50.
  - 2.2.2. The Trustees shall agree by simple majority the appointment of Co-opted Trustees under Article 58.
- 2.3. The Full Trust Board of Trustees shall support each Academy Local Governing Body to make all necessary arrangements for the election of a minimum of two Parent Governors by parents of registered pupils at each Academy (Articles 53-56).

## **3. TERM OF OFFICE FOR TRUSTEES**

- 3.1. The Term of Office for all Trustees is 4 years (Article 64).

## **4. MEETINGS OF THE TRUST BOARD**

- 4.1. The Full Trust Board shall meet as set out in the Articles of Association and, in particular;
  - 4.1.1. The Full Trust Board shall meet at least three times in each school year (Article 109). If the board meets less than six times a year it must describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings (Academy Handbook).
  - 4.1.2. The Trustees shall meet in December to approve the Trust Audited Accounts and Annual Report.
  - 4.1.3. The Trustees will receive notice of each meeting seven clear days before the date of the meeting (Article 111).
  - 4.1.4. The Trustees will receive agenda and papers seven clear days before the date of the meeting where possible.
- 4.2. Quorum for a meeting of the Trust Board will be;
  - 4.2.1. The greater of either three (3) persons or number of persons at least equal to one thirds (1/3) who are at the time Trustees entitled to vote (Article 117),
  - 4.2.2. For decisions set out in Article 119, number of persons equal to at least two thirds (2/3) who are at the time Trustees entitled to vote.
- 4.3. Each question to be decided at a meeting of the Full Trust Board shall be determined by a majority of votes of Trustees present and eligible to vote on the question. In the event that there are equal votes on the question then the Chair shall have an additional casting vote.
- 4.4. Meetings of the Full Trust Board will not normally exceed two hours in length. In the case of an extended agenda, an additional period of one half hour may be agreed in advance by those members present in order to complete the business of the meeting.

## **5. APPOINTMENT OF THE TRUST BOARD CHAIR AND VICE CHAIR**

- 5.1. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the first meeting of each school year (Article 82) and, in particular;
- 5.2. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Clerk to the Trustees,
- 5.3. Trustees shall submit written nominations 14 days prior to the meeting. A Trustee can nominate him/herself for office and does not need to be present,
- 5.4. A Trustee who is an employee of the Trust may not be nominated (Article 82),
- 5.5. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one nominee, the remaining Trustees will take a vote by secret ballot and the Clerk will tally the votes,
- 5.6. If there are more than three nominees per office, the nominee polling the least votes shall be eliminated and a further vote taken. If there is a tie the Trustees shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls a majority of votes.

## **6. COMMITTEES & ADVISORS**

- 6.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference, Delegated Powers and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance and Resources Committee and Audit Committee shall be permanently constituted as required by the Funding Agreements.
- 6.2. There will be no more than one familial member on the Board, Committees of the Board or Local Governing Bodies of the Trust.
- 6.3. The current Committee structure, Terms of Reference, Delegated Powers and Membership can be found on the Trust website.
- 6.4. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Trustees before a vote can be taken (Article 101).
- 6.5. The practice for Committee Management shall be;
  - 6.5.1. Agendas and papers will be circulated to all committee members at least seven days in advance of the meeting,
  - 6.5.2. Committee papers will be available to all Trustees (not just those on the committee),
  - 6.5.3. Minutes will be circulated to all Trustees (not just those on the committee) via the Full Trust Board agenda,
  - 6.5.4. Minutes will be signed by the Committee Chairman at the next committee meeting to verify that the minutes are a true record,
  - 6.5.5. Any Trustee may attend a committee meeting but only named committee members may vote.
7. **DELEGATION OF POWERS TO COMMITTEES, ADVISORS, GOVERNORS AND CHIEF EXECUTIVE**
  - 7.1. The Trust Board shall agree the delegation of functions to Trust Committees, Local Governing Bodies and Chief Executive at the first meeting of the Trust Board each school year. The Scheme of Delegation can be found at <https://greenwood-tree.eschools.co.uk/web>.
  - 7.2. The Trust Board shall retain the following governance responsibilities;
    - 7.2.1. Approve Trust Board Terms of Reference (SoD 1.2),
    - 7.2.2. Approve Trust Scheme of Delegation (SoD 1.3),
    - 7.2.3. Approve further academies joining the Trust (SoD 1.4),

- 7.2.4. Establish Trust Committees (SoD 1.5),
  - 7.2.5. Approve Trust Committee Terms of Reference (SoD 1.6),
  - 7.2.6. Approve Local Governing Body Terms of Reference (SoD 1.7),
  - 7.2.7. Elect (and remove) of Trust Board Chair (SoD 1.9),
  - 7.2.8. Remove the Chair of the Local Governing Body in exceptional circumstances such as those listed in clause 1.2 of these Terms (SoD 1.11),
  - 7.2.9. Appoint (and remove) Chair(s) of Trust Committees (SoD 1.14),
  - 7.2.10. Appoint (and remove) members of Trust Committees (SoD 1.15),
  - 7.2.11. Appoint (and remove) the Clerk to the Trustees (SoD 1.16),
  - 7.2.12. Appoint (and remove) Committee Members (including LGB) (SoD 1.15 and Article 80)
  - 7.2.13. Approve the calendar of Trust Board and LGB meetings,
  - 7.2.14. Approve (and remove) external advisers to the Trust.
- 7.3. The Trust Board shall retain the following strategic and financial responsibilities;
- 7.3.1. Approve the Trust Strategic Plan and Trust annual plan (SoD 2.1-2),
  - 7.3.2. Approve the Trust staff structure and complement (SoD 4.1)
  - 7.3.3. Appointment/suspension/dismissal of the Executive Headteacher and TBM (SoD 4.4, 4.8,4.9),
  - 7.3.4. Approve the appointment of each Academy Headteacher or Head of School (SoD 4.3),
  - 7.3.5. Approve Trust Financial Regulations & Procedures (SoD 5.1-2),
  - 7.3.6. Appoint the Trust Auditors (SoD 5.3),
  - 7.3.7. Approve Trust and Academy Annual budgets (SoD 5.4 & 5.6),
  - 7.3.8. Approve the expansion or extension of provision for an Academy (SoD 7.2-3) ensure compliance with DfE legislation for this process .

## **8. APPOINTMENT OF ACADEMY HEADTEACHERS OR HEAD OF SCHOOL**

- 8.1. The Local Governing Body of an academy shall lead the process to appoint the Headteacher or Head of School and set up an appointment panel including up to three Governors, Executive Headteacher or a Headteacher of another Trust academy and a further Trustee.
- 8.2. This Appointment panel shall manage the appointment process and make a recommendation for the appointment of a candidate to the Full Trust Board giving the views of the Executive Headteacher or Headteacher and Trustee reasonable weight in this process.
- 8.3. The Trust Board shall not withhold their approval for the appointment of a recommended candidate as the Headteacher or Head of School.
- 8.4. In the event the Trust Board does not approve the appointment of a recommended candidate as Headteacher or Head of School, they shall provide a clear explanation to the Local Governing Body.

## **9. APPOINTMENT OF THE ACCOUNTING OFFICER**

- 9.1. The Trustees shall appoint the senior Executive post holder as Accounting Officer with personal responsibility to the Trustees for financial and administrative matters including;
  - 9.1.1. Ensuring regularity and propriety,
  - 9.1.2. Prudent and economical administration,

- 9.1.3. Avoidance of waste and extravagance,
- 9.1.4. Efficient and effective use of available resources,
- 9.1.5. Day to day organisation, staffing and management of the Academy Trust.

**10. APPOINTMENT OF THE COMPANY SECRETARY**

- 10.1. The Trust Board may appoint a Company Secretary who shall not be a Trustee or a Member. If a Company Secretary is not appointed then one of the Trustees will be appointed out to carry out the functions below.
- 10.2. The Company Secretary shall;
  - 10.2.1. Keep records such as registers of Trustees and members,
  - 10.2.2. File documents and accounts at Companies House,
  - 10.2.3. Ensure that the Trust Board acts within its powers and decisions are communicated and notified to relevant bodies, principally the DfE,
  - 10.2.4. Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification,
  - 10.2.5. Act as chairman when the chairman is being elected,
  - 10.2.6. Keep a book of the minutes of the Trustees' meetings,
  - 10.2.7. Convene meetings of Trustees by sending out signed written notice 7 clear days before the meeting,
  - 10.2.8. Keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and maintain a risk register.

**11. APPOINTMENT OF A CLERK**

- 11.1. The Trust Board may appoint a Clerk to the Trustees who shall carry out those functions of the Company Secretary as delegated with the agreement of the Trust Board.

**12. TRUSTEES' EXPENSES**

- 12.1. The Academy Trust shall reimburse exceptional expenses incurred by Trustees in line with the relevant policy.

**DECLARATION**

*The Board of Trustees, at its meeting on 16 September 2020 resolved to approve these Terms of Reference. A copy has been filed for the formal Trust Board records. These Terms of Reference will be reviewed annually.*

Signature  
(Chair of the Trust Board)

Date of signature

Version 4.2 – September 2020