



Full Governing Board – Terms of Reference

1. Membership and meetings

- 1.1 The membership of the Full Governing Board ('the Board') shall be as determined by the Articles of Association.
- 1.2 The appointment/election and removal of members of the Board, and their terms of office, shall be as determined by the Articles of Association.
- 1.3 The Board shall elect a Chair and Vice Chair at the first meeting of each school year and otherwise as required.
- 1.4 The Board shall appoint a Clerk, who is someone other than a trustee or senior employee of the Trust, and shall have due regard for any advice or guidance given by the Clerk in matters of compliance and procedure.
- 1.5 The Board shall meet at least six times per school year.
- 1.6 The quorum for and proceedings of Board meetings shall be as determined by the Articles of Association.
- 1.7 Minutes of Board meetings will be taken by the Clerk and the draft will be approved by the Chair. They will be submitted for approval at the next scheduled meeting of the Board. If the Clerk is absent or is required to withdraw from any part of a meeting, one of the Board members who is not an employee of the Trust will minute the proceedings or a deputy may attend.
- 1.8 Board members are required to declare any business or other interests in any item being discussed at a meeting. On disclosing their interest, Board members will be asked to withdraw from the meeting and will not be eligible to vote on a matter if there may be a conflict of interest, there is reasonable doubt on their ability to act impartially and/or they have a personal interest in the matter being discussed.
- 1.9 Board members shall be bound by a code of conduct, to be reviewed and approved annually.

2. Purpose

- 2.1 The Board has three strategic core functions:
 - Ensuring clarity of vision, ethos and strategic direction;
 - Holding executive leaders to account for the educational performance of the Trust and its pupils, and the effective and efficient performance management of staff;
 - Overseeing the financial performance of the Trust and making sure its money is well spent.

3. Remit

The Board shall:

- 3.1 Agree constitutional matters, including procedures where the Board has discretion.
- 3.2 Review these terms of reference annually.
- 3.3 Agree the establishment of any committee, and review the membership and terms of reference of any committee annually.
- 3.4 Decide which functions of the Board will be delegated to committees, groups and individuals and publish a Scheme of Delegation to reflect these decisions which shall be reviewed annually.
- 3.5 Where no separate audit committee has been established, ensure that oversight of audit and risk is carried out by the Board in accordance with its legal requirements including:
 - 3.5.1 Ensuring that audit and risk is monitored during meetings at least three times per year.
 - 3.5.2 Ensuring that employees of the Trust do not participate as Board members when audit matters are discussed, excepting that the Accounting Officer and Chief Financial Officer should provide information and take part in discussions.
 - 3.5.3 Ensuring the sound management of the Trust's finances and resources, including proper planning, monitoring, probity and value for money (VFM).
 - 3.5.4 Agreeing a programme of work annually to deliver internal scrutiny that provides coverage across the year, and agreeing who will perform the work.
 - 3.5.5 Reviewing the risk register to inform the programme of work, ensuring checks are modified as appropriate each year.
 - 3.5.6 Agreeing on the appointment, re-appointment, dismissal and remuneration of the external auditor.
 - 3.5.7 Agreeing on the appointment, re-appointment, dismissal and remuneration of an internal auditor or other assurance provider.
 - 3.5.8 Receiving reports from the external auditor, internal auditor and other bodies (e.g. the ESFA) and consider any issues raised, the management response and action plans.
 - 3.5.9 To regularly monitor outstanding audit recommendations.
 - 3.5.10 To ensure that information submitted to the DfE and ESFA that affects funding is accurate and in compliance with funding criteria.
- 3.6 Agree a schedule for the review of the school's policies and review and approve any amendments to individual policies in line with this review schedule, statutory requirements and the Scheme of Delegation.
- 3.7 Approve the annual budget in each financial year; monitor and review the budget throughout the financial year and approve relevant adjustments as appropriate.
- 3.8 Establish and maintain a register of relevant business interests of Board members and staff who influence financial decisions.
- 3.9 Recruit Board members to fill any vacancies in line with the Articles of Association.
- 3.10 Review the effectiveness and performance of the Board annually, and ensure that Board members receive and engage with training and other development opportunities where appropriate.
- 3.11 Review the pay and performance of the Headteacher annually.
- 3.12 Review and approve a report of the pay and performance of Trust staff annually.
- 3.13 Review and approve the Learning Improvement Plan and monitor the progress made in meeting its key priorities and targets.
- 3.14 Publish information about the Trust's governance arrangements in line with statutory requirements.

Reviewed and agreed by FGB 6th July 2020