



Transforming Lives

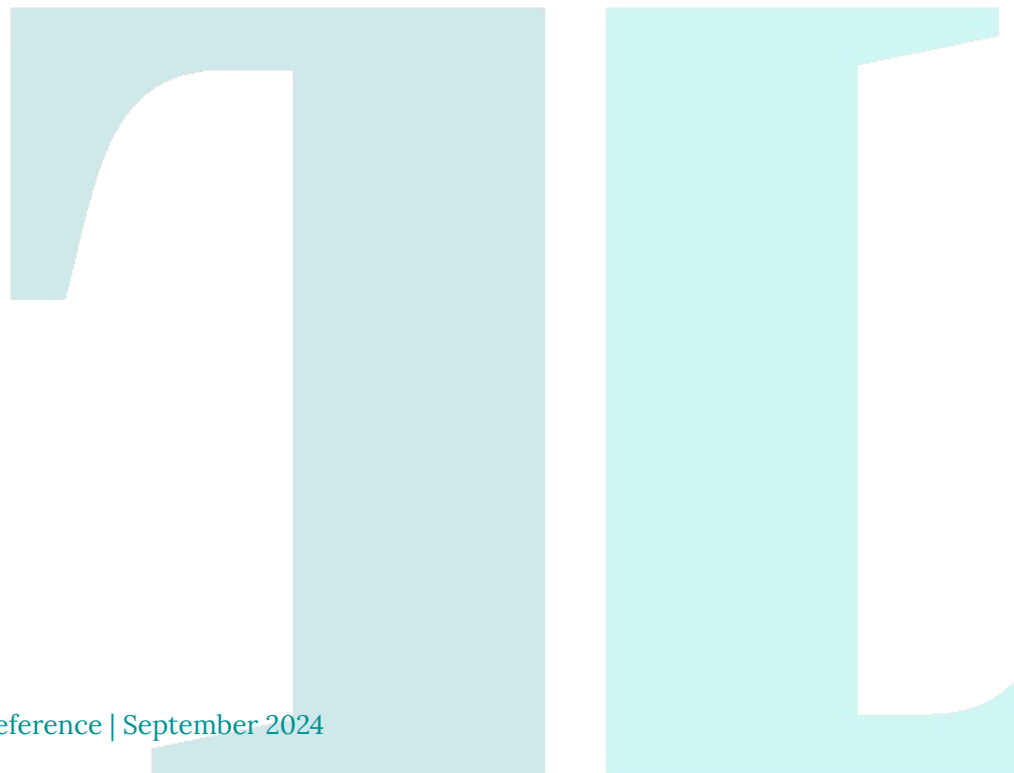
EDUCATIONAL TRUST

# Trust Board Terms of Reference

September 2024

# Version Control

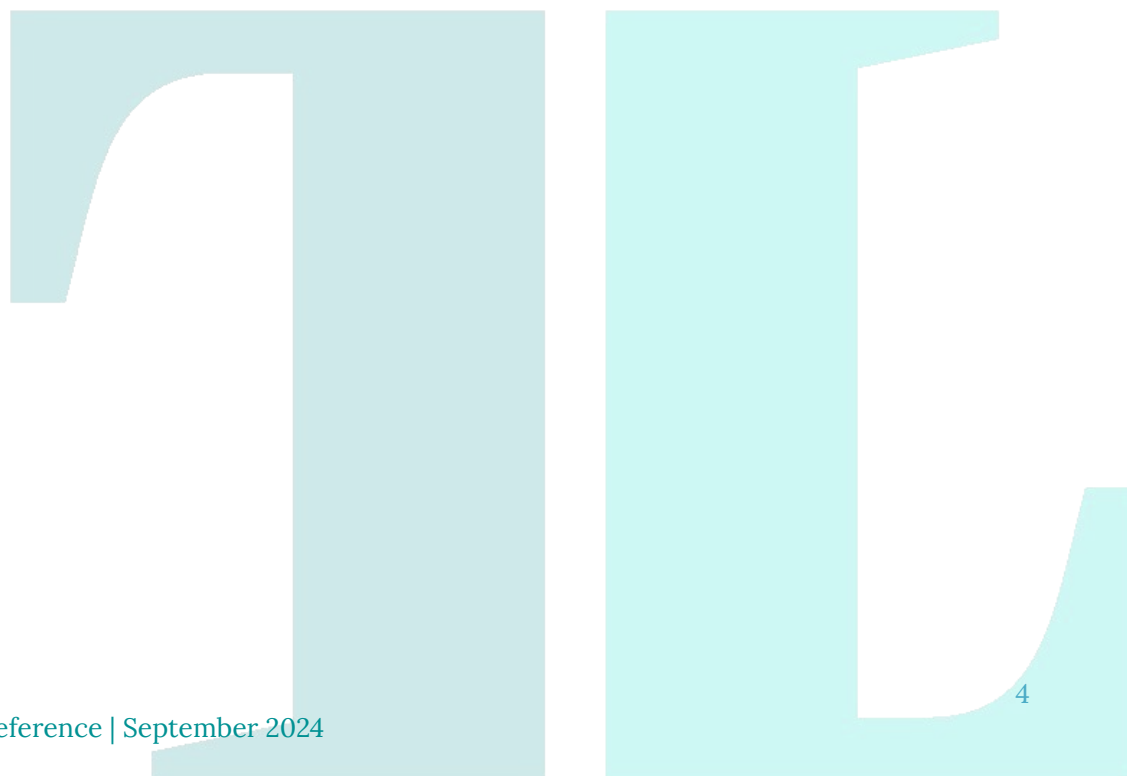
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## 1 – Introduction

- 1.1 Transforming Lives Educational Trust (the “Trust”) is a charitable company limited by guarantee, (company number 07515832) and is an exempt charity. For the purpose of company law, the Trustees of Transforming Lives Educational Trust are Directors of the charitable company.
- 1.2 The Trust is formally recognised by the Secretary of State for Education as a Multi-Academy Trust in accordance with the [Academies Act 2010](#) and through the contractual instrument of the [Transforming Lives Educational Trust Master Funding Agreement](#).
- 1.3 The Terms of Reference as set out below are general in content and form part of a suite of documents adopted by the Transforming Lives Educational Trust (TLET) as the governance framework for the oversight and management of TLET’s community of academies. According to the DfE Governance Handbook, the functions of the Trust Board are to:
  - Ensure clarity of vision, ethos and strategic direction;
  - Hold executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff;
  - Oversee the financial performance of the organisation and make sure its money is well spent.
- 1.4 The Terms of Reference as set out here must be read in conjunction with the Trusts ‘governance framework’ documents. These includes the Trust’s internal documentation and pertinent external publications. For a list of Related Documents, see p. 9.

## 2 – Context

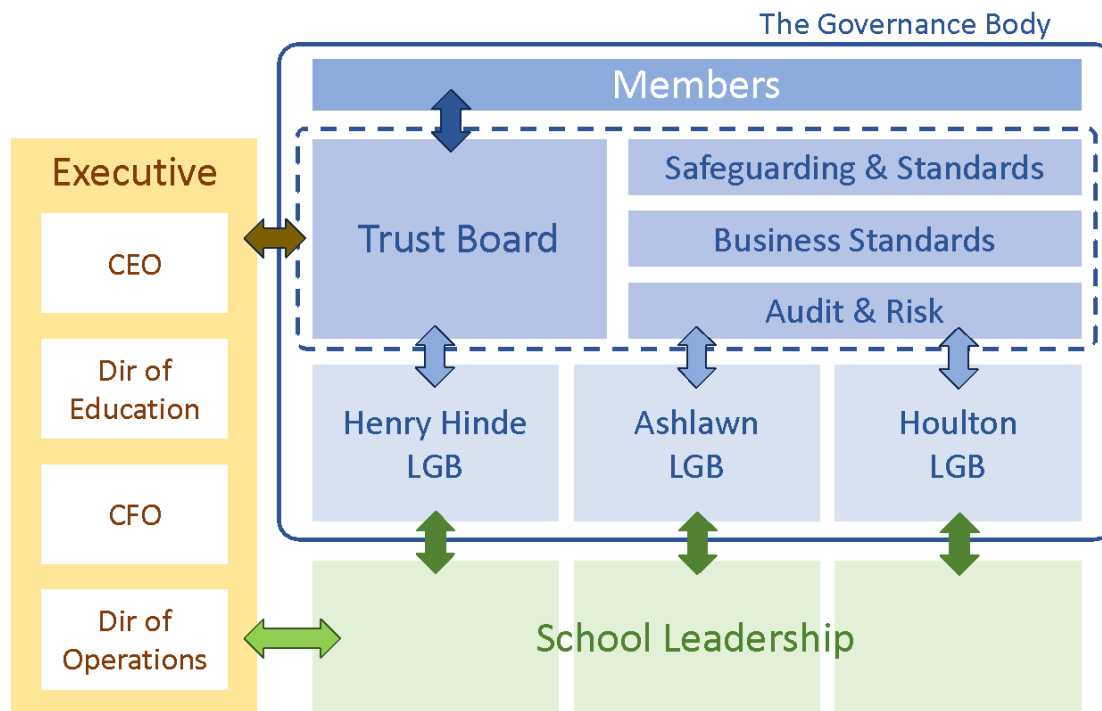
- 2.1 The Department for Education has set out five Trust Quality Descriptions that establish standards for multi-academy trusts and will be used to support commissioning decisions. As such, they provide a guide for the standards that the Trust, and the Trust Board as its primary decision-making body, must maintain. They are:
  - High quality and inclusive education
  - School improvement
  - Workforce
  - Finance and Operations
  - Governance and leadership.

## 3 – Purpose

- 3.1 The Trust’s charitable purpose is to advance education in the United Kingdom for the public benefit. To this end, the Trust has articulated its strategy (The TLET Way) including three ambitions – Nurture Potential, Deliver Excellence, Inspire Community. The Trust Board will oversee the delivery of the Trust’s strategy through an integrated system of governance.

## 4 – Integrated System of Governance

- 4.1 The Trust’s system of governance and documented working practices are integral to the effective and efficient operation of the Trust Board and by extension, the execution of Trustee’s obligations as both directors of the charitable company and in their oversight and discharge of the management of the Trust and its family of academies.



The role of the Trust Board within this system of governance is set out in this terms of reference.

## 5 – Scope and Remit

5.1 Recognised by the Regional Schools’ Commissioner on behalf of the Secretary of State for Education, the Trust Board is the accountable body, with accountability and purview extending to:

- Determining strategy and directing operational business and operational management priorities;
- Establishing and communicating the vision, values, and ethos of the Trust community;
- Engaging with the regulators and the wider learning community stakeholders;
- Assessing operational and educational impact and progress of the Trust’s strategic plan, including the management and mitigation of risk;
- Ensuring financial probity, value for money and the adoption and implementation of robust systems of financial control;
- Operational regularity, including teaching and learning, safeguarding and the standardisation of policy and practice across the Trust;
- Improving learning performance through resource (people and curriculum) monitoring, management, and provision;
- Recruitment and Appointment of the Executive;
- Holding the senior executive to account for proper and effective operational and financial management of the Trust.

## 6 – Obligated Duties and Responsibilities of Trustees

6.1 The Trust Board is made up of Trustees who hold the composite legal position and office of Director/Trustee. As such, they are required (obligated) to exercise a number of specific duties, namely:

- Duty to ensure compliance - ensuring that the Trust complies with charity law, and with the requirements of the Secretary of State for Education as its principal regulator;

- Duty of prudence - ensuring that the Trust is and will remain solvent;
- Duty of care – ensuring reasonable care, skill, and experience (individual and collective) is used in the running and management of the Trust;
- Duty to act within their powers - ensuring that all decisions are within the scope of the objects and powers of the Trust’s [Articles of Association](#);
- Duty to promote the success of the company – ensuring that individually and collectively they act in good faith; in a way which they consider would be most likely to promote the success of the Trust, and in achieving its purpose. (This shall be monitored by the annual completion of TLET’s [Code of Business Form](#), which outlines the seven (“Nolan”) Principles of Public Life, as well as the Behavioural and Business Ethics to which all Trustees are expected and obliged to adhere);
- Duty to avoid a situational conflict of interest – ensuring the avoidance of situations in which he/she: ‘has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company. (This shall be monitored by the annual completion of TLET’s Declaration of Pecuniary and Personal Interests form. This information shall be published on the [Trust’s website](#) and updated as necessary during the course of the academic year.)

## 7 – Composition and Recruitment

- 7.1 In satisfying the minimum specification as set out in the Trust’s [Articles of Association](#) and regulatory expectation, the Trust Board shall normally comprise an odd number of Trustees, with actual numbers (7, 9, or 11) determined by operational size and reach.
- 7.2 The Members may appoint up to eleven Trustees.
- 7.3 The CEO, providing that they agree so to act, may be appointed by the Members as a Trustee.
- 7.4 The number of Trust employees appointed as Trustees must not exceed a third of the total number of Trustees.
- 7.5 The requirement for Parent Trustees is satisfied within the Trust through the composition of the Local Governing Boards (LGB), which are sub-committees of the Trust Board.
- 7.6 The Trustees may co-opt Trustees. A ‘co-opted Trustee’ is a person appointed to be a Trustee by being co-opted by Trustees who have not themselves been so appointed.

## 8 – Term of Office

- 8.1 The term of office for any Trustee shall be four years. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected.
- 8.2 The Trustees shall each academic year elect a chairperson and a vice-chairperson from among their number.
- 8.3 When the term of the Chair of the Trust Board is due to expire, a managed transition process will be followed.

## 9 – Governance Professional

- 9.1 A Governance Professional (clerk) shall be appointed by the Trustees for such a term, at such remuneration and upon such conditions as they may think fit, and any clerk so appointed may be removed by them.
- 9.2 The clerk shall not be a Trustee.

## 10 - Quorum

- 10.1 A meeting of the Trust Board shall be quorate if one-third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, and who are entitled to vote on the matters to be resolved, are present at the meeting, subject to a minimum of three Trustees being present.
- 10.2 If the meeting isn't quorate, the meeting will be postponed until such a date on which a quorum of Trustees can assemble.
- 10.3 When matters are decided by the Trust Board by way of a vote, the Chair shall have a casting vote in the event of an equal division of votes.

## 11 - Frequency and Conduct of Meetings

- 11.1 The Trust Board shall meet as a minimum six times within the academic year.
- 11.2 Trustees shall uphold TLET's Code of Business Conduct and have regard for the operational requirements and responsibilities as set out in the [ESFA Academy Trust Handbook](#).
- 11.3 Trustees shall declare their pecuniary and personal interests at the time of their appointment, the beginning of each academic year of their service, and undertake to update this register whenever new information needs to be disclosed to the Trust Board.
- 11.4 This [Declaration of Interests](#) shall be published on the Trust's website.
- 11.5 Meetings shall normally be held in hybrid form (face-to-face, but with remote attendance available). However, if circumstance dictates, meetings can be facilitated solely via video conferencing. The Chair may also require meetings to be solely face-to-face if required and subject to giving at least 2 weeks' notice.
- 11.6 All meetings will be chaired by the Chair of the Trust Board.
- 11.7 In the absence of the Chair, the meeting will be chaired by the Vice-Chair.
- 11.8 In the absence of both the Chair and the Vice-Chair, the remaining members present shall elect one of their number to chair the meeting.
- 11.9 The Trust Board may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.
- 11.10 The Chair and Governance Professional will prepare a master agenda covering the year's meeting, for agreement by the Trust Board at its first meeting of the year.

## 12 - Attendance at Meetings

- 12.1 Trust Board meetings will normally be attended, in a non-voting capacity, by the Chief Executive Officer (unless appointed as a Trustee – see paragraph 7.3) and all members of the Executive team. Principals and other senior managers may attend as required by the agenda and at the discretion of the Chair.
- 12.2 Trustees shall attend Board meetings at a level of attendance so as to ensure proper business practice and continuity.
- 12.3 Sustained irregular attendance of two consecutive absences and/or three within a year will prompt an attendance review with the Chair, which could result in termination of the Trustee's term of office.
- 12.4 Members of the Trust Board may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- 12.5 A register of attendance shall be kept for each Committee meeting and published regularly throughout the year on the Trust's website as part of its [Declaration of Interests](#) report.



## 13 – Notice of Meetings

- 13.1 Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of the items to be discussed and any relevant papers shall be sent to the Trust Board, and all other persons required to attend, no later than five working days before the date of the meeting.
- 13.2 In addition to its scheduled meetings, further meetings of the Trust Board may be called by the clerk at the request of the Board or of the Chair of the Board.

## 14 – Minutes of Meetings

- 14.1 The governance professional (clerk) will arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present and in attendance and any declarations of conflict of interest.
- 14.2 Draft minutes of the meetings shall be sent to the Chair for approval and then circulated to Trustees and any attendees within twenty working days of the meeting taking place.
- 14.3 The minutes are reviewed, amended if necessary, ratified and marked as a true and accurate record by the Trust Board at its subsequent meeting.
- 14.4 Electronic copies of approved minutes shall be filed by the clerk on the TLET shared Google Drive under the specific Trust Board folder.
- 14.5 The Chair (or Vice Chair in their absence) will provide a written summary of the meeting's key discussion points to LGB Chairs within 10 working days of the meeting.

## 15 – Monitoring of Terms of Reference

- 15.1 The Trust Board will review these Terms of Reference to ensure that they remain fit for purpose and support the working practice of the Trust, subject to regulatory change requirements, every year. Any changes shall be approved by the Trust Board.

### Related Documents

[TLET Articles of Association](#)

[TLET System of Governance and Working Practices](#)

[TLET Scheme of Delegated Authority \(SoDA\)](#)

[TLET Code of Business Conduct](#)

[TLET Master Funding Agreement](#)

[TLET Declaration of Pecuniary and Personal Interests](#)

TLET Strategic Plan

[The ESFA Academy Trust Handbook](#) (updated annually)

[DfE Statutory Guidance: Keeping Children Safe in Education](#) (updated annually)

[The DfE Guidance: Multi-academy Trust Resources](#) (periodically updated).

[The Ofsted Education Inspection Framework](#)

[The DfE Governance Handbook](#) – an essential resource for governors and Trustees outlining roles and responsibilities for those governing. It also details the legal duties of the governing board of all state schools in England.