



Ralph Sadleir School

*Status: FINAL
Approval Date: 21st September 2020
Approved by: Board of Directors
Review Period: Annually*

TERMS OF REFERENCE 2020 - 21

BOARD OF DIRECTORS

Overview:

The Academy Trust is governed by Directors constituted under a Memorandum of Association and Articles of Association. The Board of Directors is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view of fulfilling a largely strategic leadership role in the running of the Academy Trust.

The Board of Directors is also governed by the terms of the Funding Agreement, the Financial Handbook and the Treasury publications "Guidance of Codes of Practice for Board Members of Public Bodies" and "The Orange Book: Management of Risk – Principles and Concepts".

Meetings:

The Board will meet at least three times per annum. Membership will be a minimum of three members, subject to annual review by the Board of Directors. The Headteacher will automatically be a member. Lead advisors to the Board will be the Company Secretary, and any other senior manager that the Board deem necessary in carrying out its responsibility. An Annual General Meeting (AGM) will be held once per annum.

Review:

The membership and terms of reference of the Board shall be reviewed annually by the Board of Directors. The Board of Directors will approve the constitution, membership, and proceedings of all meetings annually.

Quorum:

Minimum members of the committee in attendance at each meeting is detailed on the Committee Membership Schedule.

Responsibilities of the Board of Directors:

- Agree constitutional matters, including procedures, where the Board of Directors has discretion.

Proud to Achieve

- Ensure compliance with all legal requirements.
- Recruit new members as vacancies arise and to appoint new governors where appropriate.
- Hold Board of Directors meetings in accordance with the Articles of Association.
- Appoint or remove the Chair and Vice Chair.
- Appoint or remove a Clerk to the Board of Director.
- Appoint or remove Responsible Officer, Accounting Officer and Company Secretary.
- Decide which functions of the Board of Directors will be delegated to the Local Governing Body and Committees.
- Evolve policy development and strategic planning.
- Ensure sound management and administration of the Academy Trust.
- Be responsive to the needs of parents and the community.
- Set the Academy Trusts standards of conduct and values.
- Monitor performance and the achievement of objectives, and ensure that plans for improvements are acted upon.
- Establish and maintain a transparent system of practical and effective internal controls.
- Approve the formal budget plan for the financial year.
- Assess and manage risk.
- Ensure the Academy Trust has adequate insurance cover in place to supports its activities as an employer.
- Manage the Academy Trusts financial, human and other resources linking to the Academy Improvement Plan.
- Appoint the external auditors on an annual basis and enter into a letter of engagement.
- Approve and adopt the Health and Safety Policy and to keep its practice under review and to make revisions where appropriate.
- Review and formally approve the policy for Pecuniary Interests, Gifts and Hospitality.
- Review a Register of Governors' Business Interests.
- Oversee a Freedom of Information scheme for Board of Directors owned and managed data.
- Adopt and keep under review the Data Protection Policy (subject to statutory review every 2 years).
- Review the delegation arrangements annually.

- Determine the election procedures for parent and staff governors.
- Suspend a governor.
- Formally approve and adopt the Academy Improvement Plan.
- Oversee arrangements for Governor involvement in formulating and monitoring the Academy Improvement Plan.
- Receive reports from Local Governing Body linking to the review and monitoring of the Academy Self Evaluation Form annually.
- Consider training requirements on a regular basis for the Board of Directors.
- Ensure all documents required under statutory regulation are published on the school's website.
- Monitor additional provision that meets the wider realms of the Multi Academy Trust.
- Receive reports from Local Governing Body, Resources and Audit Committee, Appeals Committee and Executive Headteachers' Performance Committee and to consider whether any further action by the Board of Directors is necessary.
- Make any decisions under the Board of Directors personnel procedures e.g. disciplinary, grievance, capability where the Headteacher is the subject of the action.
- In the light of the Headteacher Performance Management Group's recommendations, to determine whether sufficient funds are available for increments.

Policies:

- Review, determine and approve policies as defined in the Policy Schedule.

Review:

Date Board Established	9 th October 2013
These Terms of Reference approved by the Board of Directors	21 st September 2020
Chair of the Committee	Mrs J Tye
Clerk to the Committee	Miss C Gilbert