



Ralph Sadleir School

Approval Date: 25th September 2023

Approved by: Board of Directors

Review Period: Annually

TERMS OF REFERENCE 2023-24

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 maximum of nineteen members. 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.



Proud to Achieve

Ralph Sadleir School, Station Road, Puckeridge, Hertfordshire, SG11 1TF

Procedures:

- A Chair and Vice Chair must be elected for a term of one year. They must be a Director but cannot be employed by the Academy Trust.
- An agenda should be sent out giving 7 clear days' notice of meetings.
- Minutes should be kept recording the names of those attending and any decisions taken/recommendations made. They are then signed by the Chair of the Committee once reviewed at the next subsequent meeting.
- Minutes and other reports should be published in the normal manner.
- The meeting will be clerked by a non-committee member.

Responsibilities of the Board of Directors:

- Agree constitutional matters, including procedures, where the Board of Directors has discretion.
- 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 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 support 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 Directors' 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 Directors.
- Suspend a Director.
- Formally approve and adopt the Academy Improvement Plan.
- Oversee arrangements for Director involvement in formulating and monitoring the Academy Improvement Plan.
- Review and monitor 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 Resources Committee, Curriculum and Achievement Committee, Audit Committee, Appeals Committee, Remuneration 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.

Role of Committee Chair:

The Committee Chair in conjunction with the Clerk to the Local Governing Body will be responsible for ensuring that:

- Convening of meetings of the Committee and issuing the agenda.
- The Committee discharges all its responsibility set out in its remit.
- The Committee works closely with the Academy Trust senior managers.
- The taking of minutes of meetings by the Clerk to the Local Governing Body.
- The feedback from the meeting is forwarded to the Clerk of the Board of Directors and it is presented at the next Board of Directors meeting.

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	25 September 2023
Chair of the Committee	Mrs J Tye
Clerk to the Committee	Mrs S Evans