



Community Inclusive Trust (CIT)

Terms of Reference

Trust Board

1. Purpose

- 1.1 The purpose of the Board of Trustees is to lead, direct, monitor and control the activities of CIT so that its vision and mission can be achieved; and to formulate a Trust-wide strategy, ensuring the CIT is guided by a common set of objectives and values. The board's principal duties are:
- (a) A duty of compliance with the trust's governing documents and all relevant legislation and regulation;
 - (b) A duty of care to ensure that the trust is well run, efficient and meeting its overriding organisational objective to provide a good standard of education to all of its pupils; and
 - (c) A duty of prudence in respect of managing the trust's assets.

2. Membership

- 2.1 The board shall comprise at least seven independent, non-executive Trustees. Trustees shall be appointed in line with the CIT articles of association.
- 2.2 The chief executive shall be an 'ex officio' trustee and will not have voting rights.
- 2.3 Only trustees have the right to attend meetings. However, the executive leadership team will be invited to attend meetings of the board on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 2.4 Appointments to the board shall be for a period of up to four years, extendable by no more than two additional four-year periods.
- 2.5 The board shall appoint the chair. In the absence of the chair and/or an appointed deputy, the remaining Trustees present shall elect a non-executive trustee to chair the meeting.

3. Clerk

- 3.1 The clerk of the board and will ensure that the board receives information and papers in a timely manner to enable full and proper consideration to be given to issues.



4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be three non-executive trustees, or where greater, any one third (rounded up to a whole number) of trustees.

5. Frequency of meetings

- 5.1 The board shall meet at least four times a year at appropriate intervals in the financial, audit and educational reporting cycle and otherwise as required.
- 5.2 Outside of the formal meeting programme, the board chair will maintain a dialogue with key individuals involved in the company's governance, including the chief executive, the finance director and the director of operations and governance.

6. Notice of meetings

- 6.1 A schedule of meeting for the academic year shall be agreed in advance by the board. Additional meetings of the board shall be convened by the board clerk at the request of any of the trustees.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each trustee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees as appropriate, at the same time.

7. Minutes of meetings

- 7.1 The clerk shall minute the proceedings and decisions of all meetings of the board, including recording the names of those present and in attendance.
- 7.2 Draft minutes of board meetings shall be circulated promptly to all members of the Board.

8. Resignation and removal

- 8.1 A person serving on the Committee shall cease to hold office if:

- a) he/she resigns their office by giving notice in writing to the Clerk or Chairman
- b) the Trustees terminate the appointment of the Committee member, whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust.

9. Proceedings of Board meetings

- 9.1 Each trustee present in person shall be entitled to one vote.
- 9.2 Resolutions passed are by a majority vote of the trustees. The chair has a further casting vote where there is an equal division of votes.



9.3 The trust's Virtual Governance policy sets out the changed arrangement and rules for the passing of resolutions when governance is transacted virtually.

9.4 A register of attendance shall be kept for each Committee meeting and published annually.

10. Duties

Strategic direction

10.1 The board works in partnership with the chief executive and other senior staff to ensure that:

- (a) The constitution and rules that govern the trust remain fit for purpose;
- (b) There is a regular review of the trust's strategic plans and priorities;
- (c) The trust has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees, staff and volunteers;
- (d) Delegated decision-making is clearly defined from academy level through to the board – this is detailed in the Scheme of Delegation.
- (e) Annual and operational plans and budgets support the vision, mission and strategy;
- (f) The views of the trust's pupils and stakeholders are regularly sought and considered in developing strategy;
- (g) might affect the trust (environment, political, financial, competitive, partnerships, alliances).

Performance management

10.2 The board is responsible for the performance of the trust, for its impact upon pupils and other stakeholders, and for its corporate behaviour by:

- (a) Agreeing and assuring the mechanisms for measuring the trust's impact and progress towards its vision, mission and strategic objectives, business plans and annual budgets, and regularly considering reports on the Trust's performance.
- (b) Ensuring that there are policies and position statements to direct key areas of the trust's business and seeking assurance as to effectiveness of policies and position statements.
- (c) Ensuring that there are appropriate quality and service standards for the delivery of education and that these are met.



- (d) Ensuring that the major risks to the trust are regularly identified and reviewed and that assured systems are in place to mitigate or minimise these risks.
- (e) Ensuring that there are effective complaint systems in place for pupils and parents/carers.
- (f) Ensuring that there are assured processes for trustees, staff and volunteers to report activity which might compromise the effectiveness of the trust.
- (g) Employing and holding the chief executive to account for the management and administration of the trust, with regular constructive feedback on his/her performance.
- (h) Ensuring that the trust has effective employment policies and processes in place to recruit, train and develop staff and volunteers.

Finance and assets

10.3 The board acts as the guardians of the trust's finances and other assets by:

- (a) Ensuring that the trust's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- (b) Acting reasonably and prudently in all matters relating to the trust and always in the interests of the trust.
- (c) Being accountable for the solvency of the trust.
- (d) Reviewing the condition and use of the properties and land owned by the trust.
- (e) Ensuring that intangible assets such as organisational knowledge and expertise, intellectual property, the trust's brand, good name and reputation are recognised, used and safeguarded.

Compliance

10.4 The board must:

- (a) Ensure, with professional advice as appropriate, that the trust complies with all constitutional, legal, regulatory and statutory requirements.
- (b) Ensure the trust complies with health and safety standards in its academies and offices.
- (a) Ensure that the trust, its staff and volunteers, understand, comply with and undertake appropriate training in (as necessary) safeguarding practice, regulation and legislation.



- (b) Understand and comply with the constitution and rules that govern the trust.

Governance

10.5 The board aims for the highest possible standard of governance by ensuring that:

- (a) The trust has a governance framework that is appropriate to an organisation of its size/complexity, stage of development and constitution. That this framework is regularly reviewed, along with the board's performance.
- (b) In consultation with the chief executive, the board has the mix of skills and experience it requires to govern the trust well, and that the board has access to and considers, relevant external professional advice and expertise.
- (c) Major decisions and policies are made by the trustees active collectively, and that board decisions are recorded in writing by means of minutes.
- (d) The board's delegated authority is recorded by terms of reference for board committees, job descriptions for trustees and key staff, and that reporting procedures back to the board are recorded in writing and complied with.
- (e) The responsibilities delegated to the chief executive are clearly expressed and understood, and directions given to him/her come from the board as a whole.
- (f) There is a systematic, open and fair procedure for recruitment of trustees and of the chief executive.
- (g) All members of the board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).
- (h) Trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct.
- (i) In carrying out the above duties, professional advice is taken when necessary and the advice received is recorded.

11. Other matters

11.1 The board shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new trustees and on an ongoing basis for all trustees;



- (c) oversee and be accountable for work undertaken by any board committees;
- (d) arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board.
- (e) Have the power to make written resolutions without the need to meet in line with the details given in Annex 1.

12. Authority

12.1 The board is authorised to:

- (a) seek any information it requires from any employee of the company in order to perform its duties;
- (b) obtain, at the company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;
- (c) call any employee to be questioned at a meeting of the committee as and when required; and
- (d) have the right to publish in the company's annual report, details of any issues that it decides are in the public interest.

12.2 The chair of the board has the authority to take Chairs Action in line with the details given in Annex 2.



Annex 1.

Passing resolutions when detailed discussion or explanation is not required, i.e, without a meeting of the Trustees

...(that)under the Model Articles (Model Article 123) a valid Board resolution can be passed in writing where a resolution in writing is signed by all the Trustees entitled to receive notice of a meeting of Trustees (or of a committee of Trustees). The resolution can consist of several documents in the same form, each signed by one or more of the Trustees.

The resolution will be passed when the Written Resolution Document (see below) it has been signed by all the relevant trustees and emailed it to the clerk of the Trust Board along with confirmation that they have put the original in the post to the clerk.

Minutes – once a written Board resolution is passed then this needs to be confirmed to the Trustees. The resolutions should then be placed with the board minutes to record the resolutions.

Annex 2.

Chair's Action

In order to facilitate the Trust making urgent decisions that arise between Board and committee meetings the Chair (or Vice Chair) may use the following decision-making procedure (to be known as Chair's Action):

1. Notwithstanding any provisions of the Trust's Articles of Association (the Articles) if the Chair is of the opinion that a matter of urgency exists [and it is not practicable to arrange a Board meeting on short notice in the circumstances] either:
 - (i) after receiving a written report from the [CEO]which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting and why it would qualify for urgent decision under this procedure; or
 - (ii) as a result of other information that is brought to their attention and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, School pupil or their parent or a person who works at the Trust,

then, in consultation with the CEO, they may exercise any function of the Trust which (i) can be delegated to an individual under the Articles, the Trust's funding agreements with the Secretary of State for Education (including the relevant Academies Financial Handbook) [or (ii) any function relating to the exclusion of pupils].

2. Where it appears to the Vice Chair that:



(i) the circumstances mentioned in paragraph 1(i) and/or 1(ii) apply; and

(ii) the Chair (whether by reason of vacancy in the office, incapacity or otherwise) would be unable to exercise the function in question before the detriment referred to in that paragraph is suffered,

the reference in paragraphs 1 and 3 to the Chair is to be read as if it were a reference to the Vice Chair.

3. The Chair may decide, on receipt of a request for a decision under Chair's Action that the matter should be dealt with instead by a special Board meeting called on short notice, in which case a meeting shall be called promptly.

4. Any action under Chair's Action should be reported in writing as soon as possible to the Trustees (together with a copy any written report from the CEO. A record of the decisions taken shall also be included with the Board's minutes.