



Trust Board Terms of Reference 2023-2024

Role of the Trust Board

1. The Trust Board of the Diocese of St Albans Multi Academy Trust is the decision-making body and is accountable and responsible for the academies within the Trust.

Appointment and Term of Office

2. In accordance with the Articles of Association, no fewer than 5 and a maximum of 8 Directors are appointed to the Board by the Trust Members. Directors are usually appointed for a term of four years. The Directors may appoint co-opted Directors such that the number of Member appointed Directors always outnumbers all other Directors by at least 2.

Membership and Quorum

3. As specified in the Articles of Association, the number of Trust Board Directors shall be not less than three, but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

4. The quorum for a meeting of the Directors and any vote on any matter thereat, shall be any 3 Directors or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

5. Subject to paragraph 6, the Trust Board shall at the first meeting of each academic year, elect a Director to act as Chair and a Director to act as Vice-Chair of the Board.

6. No person may act as Chair or Vice-Chair under paragraph 5 if they are employed by the Trust.

7. The Trust Board may invite attendance at meetings from persons who are not Trust Board Directors to assist or advise on a particular matter or range of issues. Such persons shall not be entitled to vote.



Duties and responsibilities of the Board

8. The Trust Board are responsible for the management of the Trust in accordance with the provisions set out in the Articles of Association. They:

- ensure clarity of the Christian vision, ethos and strategic direction;
- hold the Chief Executive Officer (CEO) to account for the educational performance of the schools and their pupils, and the effective and efficient performance management of staff;
- oversee the financial performance of the Trust, ensuring value for money and the required accounting records are prepared and archived;
- ensure statutory and regulatory requirements are met within schools across the Trust;
- monitor progress on achieving the Board's objectives and priorities.

9. The Trust Board delegates to the CEO responsibility for the day-to-day operations of the Trust and for holding the Trust Central Team and Local Governing Boards to account for operational performance by reference to regular monitoring reports.

10. The Trust Board have responsibility for reviewing and, where necessary amending the governance structure, which includes changes to the Governance Framework. The Trust Board must ensure that the organisation has the necessary skills and that all the Trust Directors, Governors and staff are appropriately trained.

11. The Trust Board shall review or investigate any other matters referred to by the CEO and draw any significant recommendations and matters of concern to the attention of the Trust Members.

Delegation to Committees

12. The Trust Board, in accordance with the Governance Framework, delegate powers to the:

- Audit, Risk and Compliance Committee
- Education and Ethos Committee
- Finance, People and Operations Committee

13. Membership of the committees outlined in paragraph 12, will be reviewed at least annually.

14. Local Governing Boards are also Committees of the Trust Board and have delegated decision-making powers in accordance with the Scheme of Delegation set out in the Governance Framework.

Proceedings of Trust Board meetings



15. The Trust Board will meet as often as is necessary to fulfil its responsibilities but at least three times a year.

16. The CEO shall ensure that a Clerk is provided to take minutes at meetings of the Board

17. Any three Trust Board Directors can request that the Chair convene a meeting by giving no less than 14 days' prior notice.

18. Every matter to be decided at a meeting of the Board must be determined by a majority of the votes of the Directors present and voting on the matter.

19. Each Director present in person shall be entitled to one vote.

20. Where there is an equal division of votes the Chair shall have a casting vote.

21. A register of attendance shall be kept for each Board meeting and be published annually.

Reporting Procedures

22. The Board will produce and agree minutes of its meetings. These can be agreed by email if necessary.

23. The Trust Board minutes will be uploaded via GovernorHub and shared with all Directors once the Trust Board Chair has agreed the draft.

24. The Board Committees will provide a report to the Trust Board following each meeting.

25. Local Governing Boards (LGBs) report to the Trust Board or its Committees through the CEO, the Chairs' Network and through the minutes of LGB meetings and an 'open' invitation to contact the Board at any time.

26. The Trust Board shall commission the production and delivery of such other reports or updates from the CEO as required.

Review

27. The Trust Board shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Members.