



PETERBOROUGH KEYS ACADEMIES TRUST

Board of Trustees

TERMS OF REFERENCE 2023-24 v1.0

1. POWERS OF THE BOARD OF TRUSTEES

- 1.1. The Trustees shall exercise duties and powers as set out in the Trust's Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time, and, in particular;
- 1.2. to advance for the public benefit education by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum, the Object of the MAT (*Article 4*),
- 1.3. to set out the MAT's vision, ethos, values and principles,
- 1.4. to expend the funds of the MAT in furtherance of the Object as they consider most beneficial and enter into contracts on behalf of the MAT (*Article 94*),
- 1.5. to abide by the requirements of and have regard to the guidance in the Academy Trust Handbook, including approval of the annual budget each Academy financial year,
- 1.6. to prepare and submit Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website (*Articles 129-131*),
- 1.7. to establish any Committee they deem appropriate (*Article 100b*) and to regulate their proceedings (*Articles 101*),
- 1.8. to establish Local Governing Bodies (*Article 100a*), to be known as Academy Committees, and to regulate their proceedings (*Articles 104*),
- 1.9. to appoint the Chief Executive and Headteachers of Academies (*Article 107*),
- 1.10. to delegate powers and functions to any Trustee, Governor, Committee, CEO or Principal as they consider desirable (*Article 105-6*).
- 1.11. The Trustees shall have the right to intervene in the governance of any school where it has serious cause for concern, including;
 - 1.11.1. Standards of performance of pupils at the School are unacceptably low,
 - 1.11.2. Serious breakdown in the way the School is governed or managed,
 - 1.11.3. Safety of pupils or staff is threatened,
 - 1.11.4. Financial mismanagement or failure to operate within budget.
- 1.12. The Trustees shall appoint a Trustee with suitable experience and knowledge to monitor and report to the MAT Board the progress of any school causing concern,

2. COMPOSITION AND APPOINTMENT OF THE BOARD OF TRUSTEES

- 2.1. The composition of the MAT Board is set out in the Articles of Association and, in particular, shall be as follows;
 - 2.1.1. Up to Twelve (12) MAT Trustees normally appointed by the Members on the nomination of the Trustees then in post with a view to the candidates providing particular skills and experience relevant to running the MAT (Article 50),
 - 2.1.2. Co-opted Trustees appointed by the Trustees (Article 58),
 - 2.1.3. Whilst the CEO may be appointed as a Trustee in accordance with Article 57, Trustees have determined not to do so.
- 2.2. The MAT Board of Trustees shall support each Academy Committee to make all necessary arrangements for the election of two Parent Governors by parents of registered pupils at each School (Articles 55 and 101A).

3. TERM OF OFFICE FOR TRUSTEES

- 3.1. The Term of Office for MAT Trustees is four (4) years.
- 3.2. Trustees have determined that, unless there are exceptional circumstances, no Trustee shall serve more than two consecutive Terms of Office.

4. MEETINGS OF THE BOARD OF TRUSTEES

- 4.1. The Trust Board shall meet as set out in the Articles of Association and, in particular;
 - 4.1.1. The Trust Board shall meet at least three times in each school year (Article 109),
 - 4.1.2. The Trust Board shall meet during the date periods as per the Governance Planner,
 - 4.1.3. The Trustees shall meet specifically to approve the Trust's Audited Accounts and Annual Report,
 - 4.1.4. The Trustees will receive notice of each meeting seven (7) clear days before the date of the meeting (Article 111).
- 4.2. Meetings may take place either in-person or virtually (via video conference software or teleconference),
- 4.3. Quorum for a meeting of the Trust Board will be;
 - 4.3.1. The greater of either three (3) persons or number of persons at least equal to one thirds (1/3) who are at the time Trustees entitled to vote (Article 117),
 - 4.3.2. For decisions set out in Article 119, number of persons equal to at least two thirds (2/3) who are at the time Trustees entitled to vote.
- 4.4. Each question to be decided at a meeting of the Trust Board shall be determined by a majority of votes of Trustees present and eligible to vote on the question. In the event that there are equal votes on the question then the Chair shall have an additional casting vote (Article 120-121).
- 4.5. Meetings shall be attended by the CEO and, usually, by the Chief Finance and Operating Officer, the Director of Primary Education, the Director of SEND and the Headteacher of Jack Hunt School.

5. APPOINTMENT OF THE TRUST BOARD CHAIR AND VICE CHAIR

- 5.1. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the last meeting of each school year for a term beginning on 1 September (Article 82) and, in particular;
- 5.2. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Clerk to the Trustees,
- 5.3. Trustees shall submit written nominations (statements not exceeding 300 words) fourteen (14) days prior to the meeting. A Trustee can nominate him/herself for office and does not need to be present,
- 5.4. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one nominee, the remaining Trustees will take a vote by secret ballot and the Clerk will tally the votes,
- 5.5. If there are more than three nominees per office, the nominee polling the least votes shall be eliminated and a further vote taken. If there is a tie the Trustees shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls a majority of votes.

6. DELEGATION OF POWERS TO COMMITTEES, ADVISORS, INDIVIDUAL TRUSTEES AND CHIEF EXECUTIVE

- 6.1. The Trust Board shall agree the delegation of functions to Committees (including Academy Committees) and the Chief Executive at the last meeting of each school year, to take effect from 1 September.
- 6.2. The Trust Board shall retain the following governance responsibilities;
 - 6.2.1. Approve Trust Board Terms of Reference (SoD 1.3),
 - 6.2.2. Approve Scheme of Delegation (SoD 1.4),
 - 6.2.3. Approve further academies joining the MAT (SoD 1.5),
 - 6.2.4. Establish Committees (SoD 1.6),
 - 6.2.5. Approve Committee Terms of Reference (SoD 1.7 and 1.8),
 - 6.2.6. Elect (and remove) Chair of the Trust Board (SoD 1.11),
 - 6.2.7. Appoint (and remove – in exceptional circumstances) Chair(s) of Committees including Academy Committees (SoD 1.12), normally on the nomination of that committee,
 - 6.2.8. Remove the Vice Chair of the Academy Committee in exceptional circumstances such as those listed in clause 1.10 of these Terms, (SoD 1.13),
 - 6.2.9. Appoint MAT ('PKAT') governors to each of the Academy Committees, normally on the nomination of that Committee, the school's Headteacher and Chair or the Head of Governance (SoD 1.14),
 - 6.2.10. Remove Governors from Academy Committees in exceptional circumstances such as those listed in clause 1.10 of these Terms (SoD 1.15),
 - 6.2.11. Appoint the Vice Chair of Academy Committees, in exceptional circumstances only (otherwise this is the responsibility of the Committee) (SoD 1.16),
 - 6.2.12. Appoint (and remove) members of Trustee Committees (SoD 1.17),
 - 6.2.13. Appoint (and remove) the Clerk to the Trustees and Clerk to the Academy Committees (SoD 1.18-1.19),
 - 6.2.14. Appoint the Accounting Officer (SoD 1.20),
 - 6.2.15. Approve the list of statutory, mandatory or required policies including the determination of those that are Trust policies and those that are School policies (SoD 1.21)

- 6.2.16. Approve the calendar of Trust Board and Committee meetings (SoD 1.22),
- 6.2.17. Monitor the performance of Academy Committees in fulfilling their responsibilities and accountabilities.
- 6.3. The Trust Board shall retain the following strategic and financial responsibilities;
 - 6.3.1. Approve the Trust Strategic Plan which shall include a statement of the Trust's vision, ethos, values and principles, and monitor progress towards priorities (SoD 2.1),
 - 6.3.2. Approve the Trust 1 year plan and monitor progress towards priorities (SoD 2.2),
 - 6.3.3. Monitor school performance (SoD 2.4)
 - 6.3.4. Monitor the Trust's Risk Register (SoD 2.15)
 - 6.3.5. Approve changes to employee terms and conditions and employee terms and conditions for new schools (SoD 3.2 and 3.3),
 - 6.3.6. Approve the Annual Pay Award for Teachers and Support Staff (SoD 3.4-5)
 - 6.3.7. Appointment of the CEO and oversee their performance management (SoD 4.1, 3.6),
 - 6.3.8. Approve the central staff structure and complement and appointment of central staff (SoD 4.2-3)
 - 6.3.9. Approve the appointment of each Headteacher (SoD 4.5),
 - 6.3.10. Recommend the appointment of external auditors to the Members (SoD 5.4),
 - 6.3.11. Approve Trust and school Three-year Budget Plan (SoD 5.6 & 5.16),
 - 6.3.12. Approve Trust in-year budget changes (SoD 5.7),
 - 6.3.13. Approve Trust services and charges to schools (SoD 5.8 and 5.9),
 - 6.3.14. Agree the Trust Annual Report and Financial Statements and the response to the Auditor's Management Letter (SoD 5.11 & 5.13)
 - 6.3.15. Approve School term dates and the hours of the school day (SoD 7.1),
 - 6.3.16. Approve any proposals for the change, expansion or extension of provision for any School (SoD 7.2-4).
 - 6.3.17. Agree the Internal Scrutiny Report (SoD 5.24).

7. COMMITTEES

- 7.1. The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference and Membership to be agreed and reviewed at the last meeting of the Trust Board each school year to take effect from 1 September, recognising that the Finance, Audit and Risk Committee shall be permanently constituted as required by Funding Agreement.
- 7.2. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Trustees before a vote can be taken (Article 101).
- 7.3. The practice for Committee Management shall be;
 - 7.3.1. Agendas will be circulated to all committee members at least seven (7) days in advance of the meeting,
 - 7.3.2. Committee papers will be available to all Trustees (not just those on the committee),
 - 7.3.3. Minutes will be circulated to all Trustees (not just those on the committee),

7.3.4. Minutes will be signed by the Committee Chair at the next committee meeting to verify that the minutes are a true record,

7.3.5. Any Trustee may attend a committee meeting but only named committee members may vote.

8. APPOINTMENT OF THE ACCOUNTING OFFICER

8.1. The Trustees shall appoint the CEO as Accounting Officer with personal responsibility to the Trust Board for financial and administrative matters including;

8.1.1. Ensuring regularity and propriety,

8.1.2. Prudent and economical administration,

8.1.3. Avoidance of waste and extravagance,

8.1.4. Efficient and effective use of available resources,

8.1.5. Day to day organisation, staffing and management of the MAT.

9. APPOINTMENT OF THE COMPANY SECRETARY

9.1. The MAT Board may appoint a Company Secretary who shall not be a Trustee nor a Member. If a Company Secretary is not appointed, then the Trustees shall appoint a member of staff to carry out the functions below.

9.2. The functions of the Company Secretary or appointed member of staff shall;

9.2.1. Keep records such as registers of Trustees and Members,

9.2.2. File documents and accounts at Companies House,

9.2.3. Ensure that the MAT Board acts within its powers and that decisions are communicated and notified to relevant bodies, principally the DfE,

9.2.4. Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification,

9.2.5. Act as Chair when the Chair is being elected,

9.2.6. Keep a record of the minutes of the Trustees' meetings,

9.2.7. Convene meetings of Trustees by sending out signed written notice 7 clear days before the meeting,

9.2.8. Keep a register of interests and bring the issue of conflicts of interest to the attention of the Trustees.

10. APPOINTMENT OF A CLERK

10.1. The MAT Board may appoint a Clerk to the Trustees who shall carry out those functions of the Company Secretary as delegated with the agreement of the Trust Board.

11. TRUSTEES' EXPENSES

11.1. The Trust shall reimburse exceptional expenses incurred by Trustees in line with the relevant policy.

DECLARATION

The Board of Trustees, at its meeting on 11 July 2023, resolved to adopt these Terms of Reference.

Claire Higgins

Claire Higgins
(Chair of the MAT Board)

Date of signature: 18 July 2023