



The Olympus Academy Trust Governance Framework Appendix H Terms of Reference – Board of Trustees Policy

Document Summary

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| Document Owner: | L Day |
| Version: | V8 |
| Document Status: | Approved |
| Date Last Approved: | May 2020 |
| Date of Next Review: | May 2021 |
| Review Frequency: | Annually |
| Owner: (Olympus or School) | Olympus |
| Governing Committee: | Board of Trustees |
| Statutory or Optional policy: | Optional |
| Appendices: | |
| On Trust Website? | Yes |
| On School Websites? | n/a |

Amendment History

| Version | Amendment Date | Author | Amendment Summary |
|----------|----------------|-----------|--|
| 4 | 19 March 2013 | EO | <ul style="list-style-type: none"> Changes to board size and composition – see Board, LGB and Committee Membership Policy. Approved by Board of Trustees |
| 5 | 3 March 2014 | ADe / DRa | <ul style="list-style-type: none"> Updated terminology. Approved by Board of Trustees. |
| 6 | 18 May 2016 | RRa | <ul style="list-style-type: none"> Approved by Board of Trustees. |

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| 7 | 7 February 2018 | RSI | <ul style="list-style-type: none">• Approved by Board of Trustees. |
| 8 | May 2020 | RSI | <ul style="list-style-type: none">• Approved by Board of Trustees. |

1. Overall Purpose

- 1.1 To determine the mission and shared strategic vision for The Trust and ensure that its achievement underpins all strategic planning and decision making.
- 1.2 To develop the shared values of The Trust and ensure that they underpin all decision making.
- 1.3 To develop, agree, implement and monitor all The Trust's strategies and policies for the achievement of the mission and shared vision.
- 1.4 To develop, review and take ownership of The Trust's strategic plan, incorporating the academies' financial plans, and monitor its implementation.
- 1.5 To ensure that The Trust keeps within legal obligations and complies with all necessary regulatory requirements.
- 1.6 To agree and oversee the implementation of a strategy for the development of The Trust.
- 1.7 Where appropriate, and in accordance with The Trust's articles of association, to oversee a framework for borrowing and to monitor full compliance with all covenants (especially financial) contained in loan facilities. Secretary of State Approval is required before The Trust can borrow funds.
- 1.8 To maintain overall control and consistency of approach across The Trust through:
 - strong governance arrangements;
 - clear and appropriate levels of delegated authority;
 - unified frameworks for strategic planning, risk management, policy making and performance review.

2. Composition

- 2.1 A minimum of three trustees (appointed in accordance with the articles of association and in line with the board, school improvement committee and committee membership policy) including:
 - (i) Appointing or ensuring the nomination of suitable trustees ensuring that the board has the skills, knowledge and experience amongst the collective membership to fulfil its role and responsibilities.

- (ii) Establishing a school improvement committee for each academy; agreeing the terms of reference and delegations and approving its membership including post holders for all positions of office.
- (iii) Establishing and delegating to properly constituted board committees, agreeing their terms of reference and appointing their memberships including post holders for all positions of office.
- (iv) Establishing and delegating to Board panels or time limited working groups; agreeing their terms of reference and approving their membership and chairs.
- (v) To ensure the annual review of the membership of the board of trustees, school improvement committees, board committees, panels and working groups; and all positions of office.
- (vi) Agreeing a process for the regular appraisal of board effectiveness, school improvement committees and the board committees
- (vii) Reviewing, as appropriate, but at least annually, the financial regulations, including terms of reference of the board of trustees, school improvement committees and board committees and the scheme of delegation.
- (viii) Appointing and removing the company secretary.

2.2 Strategic Planning

- (i) Agreeing the Trust's strategic plan incorporating the financial plans of all academies and keeping it under review, ensuring that the trust as a whole is Education Provision and Service Delivery
- (ii) Setting the standards for the delivery of a high quality of education provision and services for students within The Trust and keeping them under review.
- (iii) Establishing a framework for the review and continuous improvement of education provision and services across the Trust which involves students, staff, parents/carers and external challenge as appropriate.
- (iv) Ensuring the school improvement committees monitor the implementation of school improvement plans and delivering the plans against agreed strategic objectives and moving the Trust towards achieving excellence in all areas.

2.3 Asset Management

- (i) Agreeing the Trust's strategy for the management of all assets, ensuring the provision of good quality learning resources for students, maintaining the value of assets and ensuring continuing availability for future student cohorts.
- (ii) Agreeing the Trust's Investment and Treasury Policy and the Capital Expenditure Plan.

2.4 Stakeholder Engagement

- (i) Agreeing and promoting the Trust's strategy for involving stakeholders ensuring that the Trust sufficiently engages with a cross section of groups to enable strategies, policies and standards to be set, and decisions to be made, which properly take into account the perspective of key stakeholder groups

2.5 Staffing

- (i) Agreeing the overall staffing structure and establishment for the Trust.
- (ii) Agreeing changes to the staffing structure and establishment which are outside budget or may result in redundancies.
- (iii) Agreeing a process for the selection and appointment of the CEO and members of the -senior leadership team.
- (iv) Delegating such powers to the senior leadership team as a whole and to individual executives to enable the day-to-day running of the Trust and its academies.

2.6 Remuneration

- (i) Agreeing the principles by which executive and other staff pay and benefits are determined.
- (ii) Determining the remuneration of all members of the senior leadership team and senior staff.
- (iii) Overseeing the implementation of the Trust's Pay Policy, ensuring it is consistently and properly applied

2.7 Audit & Risk

- (i) Agreeing a strategy for the management of risk, overseeing the effectiveness of risk management practice and ensuring that The Trust operates a framework that effectively identifies and manages risks.
- (ii) Agreeing policies and making decisions on all matters that might create significant financial or other risk to The Trust or which raise material issues of principle.
- (iii) Establishing and overseeing a framework of delegation and systems of control including internal and external audit systems and procedures.
- (iv) Ensuring that the system of internal controls is regularly reviewed.
- (v) Approving the statement of internal controls to be included in the year-end financial statement
- (vi) Recommending the appointment or removal of external auditors to The Trust members at the AGM.

2.8 Business Development

- (i) Agreeing the Trust's strategy for the development of the business through organic growth, new joiners, diversification and partnerships.
- (ii) Setting out the parameters within which the CEO and other staff may engage with other organisations and individuals in furtherance of the strategy.
- (iii) Considering any matters which are outside the strategy but which may contribute to the longer term sustainability and viability of the Trust.

2.9 Compliance

- (i) Monitoring the performance of the Trust including all academies within the Trust ensuring compliance with all legal and regulatory requirements.
- (ii) Ensuring the Trust's affairs are conducted intra vires and in accordance with generally accepted standards of performance and probity.
- (iii) Considering and agreeing the contents of statutory and regulatory returns to the Department for Education, Companies House and if required to the Charity Commission.

- (iv) Reviewing compliance against any recognised best practice standards and codes of practice.
- (v) Considering and responding as appropriate to Ofsted's regulatory judgement and reporting

2.10 Contracts

- (i) Approving any major capital programmes and projects.
- (ii) Approving contracts in line with the OAT Scheme of Delegation.
- (iii) Approving any major investments other than those agreed as part of treasury management policy.

2.11 Environment and Sustainability

- (i) Develop and agree the Trust's strategies for the environment and sustainability.
- (ii) Review and recommend action on environmental and sustainability issues.

2.12 General

- (i) Compromising, settling, conducting, enforcing or resisting either in a court of law or by arbitration any suit, debt, liability or claim by or against the Trust which are material, by reason of value or impact on the reputation of the Trust or any of its academies.
- (ii) Reviewing and agreeing a strategy on diversity and inclusion and ensuring that the board of trustees demonstrates leadership in all matters relation to diversity and inclusion in terms of its workforce, procurement and service delivery.
- (iii) Approving all policies unless expressly delegated to a school improvement committee or board committee or expressly delegated to trustees, school improvement committee members, committee members or executives to make minor amendments