

Scalby Learning Trust Terms of Reference

1. Members

The Trust will have 5 members comprised of:

- at least 3 external Members (i.e. not Trustees)
- up to 2 internal Members (i.e. Trustees)

The Members are the guardians of the Trust's constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the aim of the Trust is being fulfilled.

The Members may agree to appoint/remove additional Members. The Chair of the Trustees and CEO are not required to be Members and employees of the Trust cannot be Members. Any Member may resign so long as the number of Members does not fall below 3. Members can appoint Trustees and remove any Trustee subject to the provisions outlined below. Appointments will be ratified by the Members at the Annual General Meeting of the Trust. Any removal by the Board of a Trustee appointed by the Members shall only be undertaken with the consent of the Members.

The members will meet three times per year to consider the performance of the Trust and also attend an Annual General Meeting with the Trustees.

2. Board of Trustees

The Board of Trustees (or Trust Board) is able to exercise all of the powers of Scalby Learning Trust and it is responsible for the performance of the Trust.

As Trustees of a charity (the Trust), the Trustees have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:

- to ensure compliance with any legal obligations;
- to report on the Trust's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called "Charity SORP" and any reporting requirements of the Education Funding Agency);
- to fulfil the charitable object of the Trust as set out in its constitution (i.e. the Articles of Association) and to act in a way which is compliant with the rules of the Trust contained in the Articles;
- to ensure Trust funds are used in accordance with the law;
- to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- to act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk;
- to exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient; and
- to act responsibly, getting advice from others, including professional advisors, where appropriate.

The Trust Board will be constituted as follows:

- A minimum of 3 and maximum of 11 Non Executive Trustees (Two of whom will be Members)
- 1 Executive Trustee (The CEO of the Trust).

The structure of the board will be subject to change dependent on the development of Scalby Learning Trust and the number of schools within it.

The Board of Trustees will meet a minimum of six times per year, including an annual meeting with the members each September.

Until such time as Scalby Learning Trust is responsible for more than one school, the Trustees will exercise their responsibilities through attending the school's governing body meetings. However, the Trustees may meet separately to consider and decide upon the strategic development of the Trust. For example, considering the membership of schools new to the Trust.

3. Local Governing Bodies

Local Governing Bodies will elect their members subject to the approval of the Trust. Any LGB may appoint Associate Governors, subject to the approval of the Trustees. Associate Governors may be appointed to committees; however, Associate Governors must constitute the minority of each LGB committee. Associate Governors will have no voting rights and their term of office will be limited to one year. The purpose of the role will be to provide short-term support in areas where the LGB identifies a need for development.

Members of the Board of Trustees are entitled to attend all LGB meetings. This is to ensure that there continues to be open and transparent communication throughout the Trust.

Local Governing Bodies will meet a minimum of six times per year.

4. Audit Committee

The Trust has established an Audit Committee to monitor all matters relating to financial and procedural accountability, for risk management and for ensuring statutory compliance is completed in line with good practice as defined by the ESFA.

The Chair and members of the Audit Committee shall be selected from the Trust board, plus one person from the Members board.

Trust board members who are not members of the Audit Committee have the right of attend the meetings. The clerk will circulate minutes of meetings of the committee to all members of the Trust board.

The CEO/Executive Head teacher in his or her role as Accounting Officer and the named Finance Director will normally attend meetings of the Audit Committee.

The Audit Committee is an advisory body with no executive powers. However, it is authorised by the Trust board to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Audit Committee in the conduct of its inquiries.