



LYDIATE
LEARNING
TRUST

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Appendix A

Trust Board

Terms of Reference

1. Introduction

This Terms of Reference forms part of a suite of documents which create a governance framework for oversight and management of LLT.

As such, it must be read in conjunction with the Trust's:

- Articles of Association
- Funding Agreement
- Governance Framework
- Scheme of Delegated Authority (SoD)
- Code of Conduct

2. Status and Authority

The Trust Board (the “Board”) is the key decision-making body of the Trust. It derives its authority from the Articles of Association and is accountable to Members for the strategic leadership, accountability and assurance of the Trust.

The Board exercises its responsibilities in accordance with the Scheme of Delegation and retains ultimate accountability for all Trust activities, even where functions are delegated.

3. Purpose

The purpose of the Board is to ensure the Trust delivers high-quality, inclusive education and operates effectively, compliantly and sustainably.

The Board will do this by focusing on three core functions:

- **Strategic Leadership** – setting vision, values and direction
- **Accountability and Assurance** – holding executive leaders to account for performance and compliance
- **Financial Stewardship** – ensuring effective use of public funds

4. Core Responsibilities

4.1 Strategic Leadership

- Define and uphold the Trust's vision, values and ethos
- Approve and monitor the Trust Strategic Plan and Growth Strategy
- Set Trust-wide priorities and Key Performance Indicators
- Ensure clarity of roles through the Scheme of Delegation
- Ensure robust oversight of the quality of education, governance and executive leadership, pupil wellbeing and inclusion, school improvement capacity, and safeguarding.

4.2 Education and Performance

- Hold the CEO and executive leaders to account for educational outcomes across all academies
- Receive assurance on academy performance via committees and Academy Governance Committees (AGCs)
- Ensure appropriate intervention where academies are underperforming

4.3 Safeguarding and Compliance

- Ensure the Trust meets all statutory safeguarding requirements
- Receive assurance that safeguarding systems and culture are effective across all academies
- Ensure compliance with the Academy Trust Handbook, charity law and employment law

4.4 Financial Oversight and Resources

- Approve the Trust's annual budget and long-term financial plans
- Ensure effective systems of internal control and financial management
- Oversee the use of resources to secure value for money
- Hold ultimate accountability for estates, assets, and procurement activities
- Have oversight of any subsidiary companies.

4.5 Risk Management and Assurance

- Define the Trust's risk appetite
- Maintain oversight of the Trust risk register
- Receive assurance from the Audit & Risk Assurance Committee regarding internal controls and risk management
- Ensure significant risks are identified, mitigated and escalated appropriately

4.6 People and Leadership

- Appoint and appraise the Chief Executive Officer (CEO)
- Ensure effective succession planning processes are in place for senior leaders
- Ensure appropriate staffing structures, pay and performance management frameworks are in place

4.7 Governance and Stakeholder Engagement

- Ensure effective governance structures and committees are in place
- Appoint and review Chairs of Committees and AGCs
- Ensure meaningful engagement is in place across the Trust with pupils, parents, staff and communities
- Maintain transparency and accountability to Members and stakeholders

5. Committees and Delegation

The Board delegates functions to committees in accordance with the Scheme of Delegation but retains ultimate accountability, those committees include;

- **Standards & Outcomes Committee** – educational performance and standards
- **Finance, People & Resources Committee** – finance, people, estates and operational resources
- **Audit & Risk Assurance Committee** – risk, compliance and internal control systems
- **Academy Governance Committees (AGCs)** – local intelligence and assurance
- **SCITT Governance Committee** – oversight of teacher training & development provision

All these committees provide detailed scrutiny and assurance, escalating significant matters to the Board for strategic decision-making.

*Committees are also in place to review the performance of the CEO, manage staff pay, suspensions & exclusions and staff discipline cases.

The terms of reference for all committees are shown in Appendix B.

5.1 Board engagement with the AGCs

The Trust Board will support the work of the AGCs by:

- setting a clear strategic vision to enable the AGCs to monitor the setting and achievement of academy aims and objectives
- ensuring that systems are put in place to allow the Governors to be presented with timely and accurate data with supporting narrative, enabling them to analyse academy performance and constructively challenge.
- ensuring that Governors have access to high quality training or professional development informed by a skills audit

5.2 Board and Audit & Risk Committee Interplay

The Board maintains ultimate accountability while the Audit & Risk Assurance Committee provides specialist scrutiny of risk, audit and internal control systems.

- The Board sets risk appetite and strategic priorities
- The Committee provides detailed oversight and assurance
- Significant risks and concerns are escalated to the Board for decision

6. Composition and Conduct

The Board is comprised of Trustees (referred to as Directors) appointed based on their skills, knowledge and experience.

- 1 position is reserved for the Chief Executive Officer (CEO)– ex officio.
- Advisory Members (non-voting) may also be appointed for specified periods of time, to bring particular skills or knowledge to the board.
- Parent Directors are not appointed as each local governance group (AGC) holds two Parent Governor positions.

All Directors must;

- work collectively in line with the Nolan Principles of Public Life as defined in the Code of Conduct (Appendix D),
- declare any personal, financial or business interests they, or any child, stepchild, parent, grandchild, grandparent, brother, sister, or spouse of theirs or any person living with them has, including employment in the Trust, in receipt of remuneration or being provided with any other benefit directly from the Trust, or one of its



- academies, or employment in a company tendering for or providing services to the Trust or its academies,
- attend all meetings,
 - send timely apologies to the Senior Governance Professional by email, on occasions when this is not possible,
 - prepare thoroughly – be familiar with the terms of reference and scheme of delegation, read papers in good time, and prepare questions for senior leaders in advance,
 - establish and maintain professional relationships with senior leaders and trust colleagues ,
 - get to know their trust, including visiting any of the trust academies at least 2 x times per year, during academy hours,
 - ensure that all decisions are taken within board powers - set out in the Articles of Association,
 - take responsibility for their personal development to ensure they have the skills and knowledge to be effective in their role, undertaking training and development as necessary,
 - raise with the Board Chair if they feel additional training and development is needed and is not currently available via Governor Hub Knowledge/The Key or the NGA.

The **CEO** must ensure;

Attendance

- Only the Executive Directors attend the meetings for the duration, for leadership continuity purposes.
- Any other trust staff who attend for particular items attend at the allocated time for their item and leave the meeting after this.

Information and Reporting

Information provided is:

- Sent to the Senior Governance Professional by the papers deadline, unless agreed with the Senior Governance Professional in advance.
- Directly aligned to board responsibilities,
- Accurate,
- Proportionate,
- Has a clear accompanying narrative.

6. Term of Office

Typically, 4 years. Shorter terms may be offered on occasions, dependent on need.

7. Quorum

Item 117 of the Trust Articles of Association Refers

- Article 119 - Quorum for a *meeting of the Directors, and any vote on any matter thereat*, shall be **any three 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.**
- Article 118 - Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only *for the purpose of filling vacancies or of calling a general meeting.*
- Article 119. The quorum for the purposes of the following, under the 'Multi Academy Model Mainstream';
- *appointing a parent Director under Articles 56;*
- *any vote on the removal of a Director in accordance with Article 66;*
- *any vote on the removal of the chairman of the Directors in accordance with Article 90; shall be any two thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters.*

8. Board Chair and Vice Chair

- The Chair and Vice Chair are elected each September by the Trust Board. If the Chair is absent from a meeting, the Vice Chair, will lead the meeting.

9. Senior Governance Professional

- The Senior Governance Professional, will support board meetings and committees, providing procedural advice, ensuring compliance with governance requirements, and maintaining accurate records and minutes.
- On some occasions support from the Governance Professional may be utilized for administrative support/minute taking for meetings.
- The Senior Governance Professional will act as Company Secretary and in partnership with the Director of Finance & Operations, ensure that all Companies House and other corporate reporting requirements are met.

- The Senior Governance Professional shall not be a Director of the Trust or a Trust Governor.

10. Frequency and Conduct of Meetings

- The Board meets termly with additional meetings for annual accounts and other strategic matters, as agreed with the Senior Governance Professional and as detailed in the annual governance plan
- Agendas focus on strategic oversight and assurance and not operational detail.
- Meetings may be remote, in-person or hybrid.
- Papers will be taken as read and the content of papers will not be reiterated in the minutes.
- Minutes will record challenge, decisions and actions.
- Extraordinary meetings may be held as required, by agreement with the Chair and Senior Governance Professional.

11. Attendance

- Directors are expected to attend meetings regularly – failure to do so impacts on both the other Directors on the Board and the Trust.
- Apologies for planned absence must be sent to the Senior Governance Professional, by email, as early as possible, to ensure that the meetings are quorate.
- Directors are also expected to participate in academy visits (typically 2 per year) and panels relating to trust policies, as required.

12. Notice of Meetings

- Papers must be submitted to the Senior Governance Professional at least 9 days in advance of the meeting to allow for issue at 7 days prior to the meeting.
- The agenda and papers will be issued 7 days in advance, via Governor Hub.
- The Governance Plan clearly states when papers are due by, to meet this commitment.
- Late papers will generally not be accepted and any re-scheduling of an item must then be agreed with the Chair & Senior Governance Professional.

13. Review of Terms of Reference

This Terms of Reference will be reviewed annually by the Board to ensure they remain fit for purpose and aligned to statutory and sector guidance.