

IRONSTONE ACADEMY TRUST

Board of Trustees of Ironstone Academy Trust

Terms of Reference

and

Delegation of Functions To Sub-Committees

2016 - 2017

Adopted:

Company Registration Number: 09040348



MEMBERS OF THE COMPANY

Stephen Elliot
Sarah Laverick
Joan Woods
Carol Barwell
Pat Anderson

*

The functions of the members of the Academy Trust include:

- Overseeing achievement of the objectives of the company.
- Taking part in (Annual) General Meetings
- Appoint some of the trustees (directors).
- Oversee company accounts and annual report.
- Oversee directors' performance.
- Exercise company law powers reserved to members such as amending Articles (for example, to support stronger governance arrangements) and removing directors.

IRONSTONE ACADEMY TRUST TRUSTEES

Chair – Stephen Elliot
Vice Chair- Lesley Payne
David Atkin
Peter Robinson
Dot Ives
Richard Carter
Matthew Whitfield
Karen Deen
CEO-Carl Faulkner

Quorum=3 (or 1/3 whichever is the greater)

The Board of Trustees are responsible for controlling the trust's management and administration. Responsible for directing its affairs and ensuring it is solvent and well-run; and delivering the trust's charitable outcomes for the benefit of the public.

Key responsibilities are to:

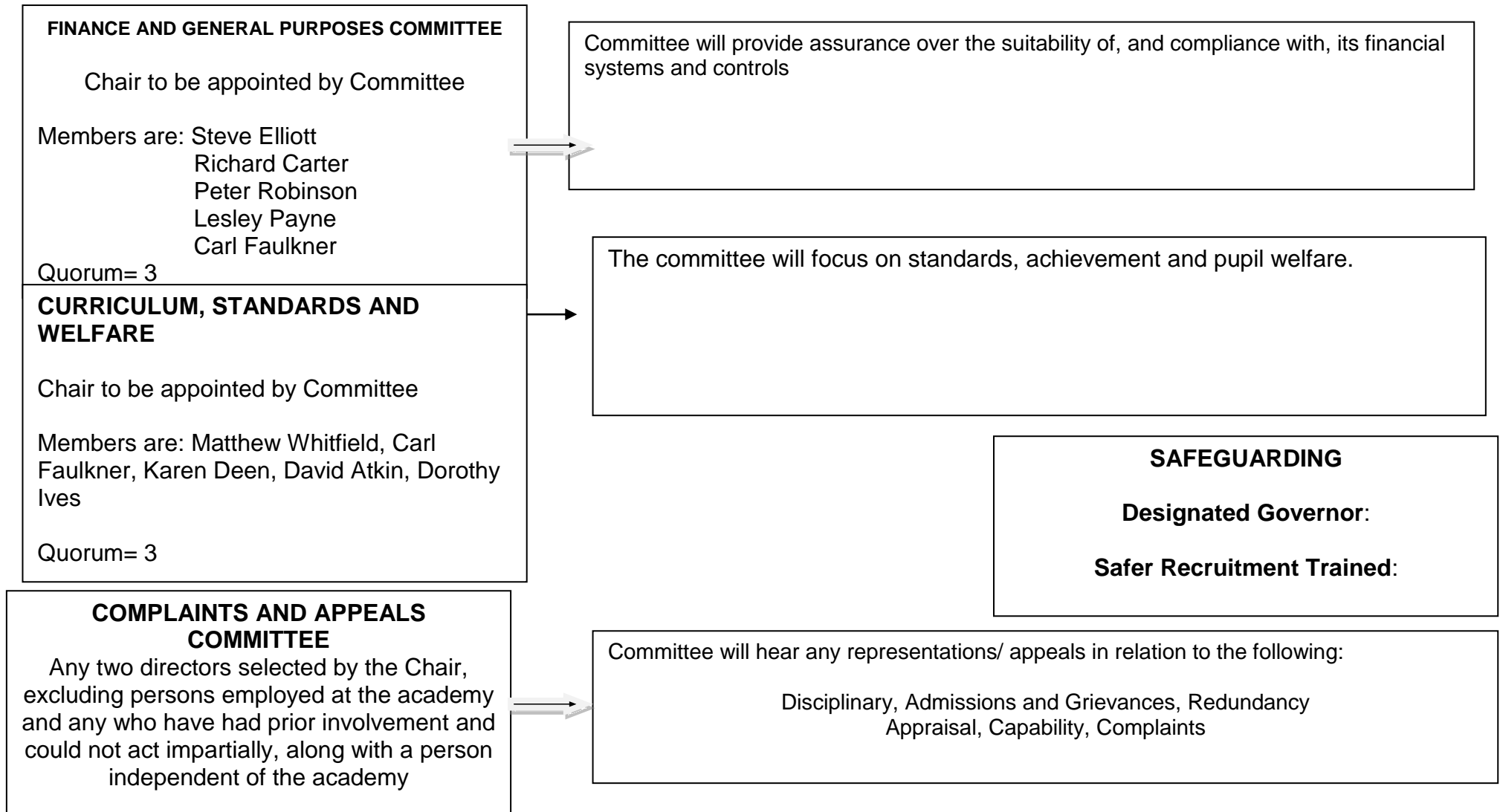
- Set aims and objectives in accordance with charitable objects set out in Articles.
- Monitor and evaluate performance against aims and objectives.
- Ensure Articles are fit for purpose (subject to certain approvals).
- Appoint some of governors of Local Governing Body and remove governors.
- Recruit, manage and support Academy Principals.
- Set strategic policy for academies.
- Set and/or approve academy budgets and performance plans.
- Monitor educational standards and performance in the academies.
- Responsible for ensuring funds are used only in accordance with the law, the board's powers under the FA (including the trust's articles of association which set out the powers of the trust and its governance arrangements), and the Academies Financial Handbook.
- Responsible for proper stewardship of funds and for ensuring economy, efficiency and effectiveness in their use.
- Must ensure they use their discretion reasonably, and take into account any and all relevant guidance on accountability or propriety.
- Subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State agrees with them.

**Curriculum, Standards
and Pupil Welfare**

**Finance and General
Purposes**

Executive Office: Carl Faulkner

OVERVIEW OF DELEGATED POWERS AND FUNCTIONS



IRONSTONE ACADEMY TRUST

The meaning of 'member'

1. Members

Guidance in AFH 2015. Membership specified in Articles

A company limited by guarantee has guarantors referred to as members. Members do not have rights of ownership in the company and do not receive dividends or other remuneration. Each member agrees to contribute £10 towards any outstanding liabilities of the company if the company is wound up.

The members of an academy trust are:

- the subscribers to its memorandum of association
- other individuals permitted under the articles of association (i.e. appointed by the existing members)

The members of an academy trust have a different status from the trustees. Oversee governance arrangements and appoint/remove trustees.

Their functions are to:

- Oversee achievement of the objectives of the company.
- Take part in (Annual) General Meetings
- Appoint some of the trustees (directors).
- Oversee company accounts and annual report.
- Oversee directors' performance.
- Exercise company law powers reserved to members such as amending Articles (for example, to support stronger governance arrangements) and removing directors.

Members of Ironstone Academy Trust are:

Steve Elliot
Sarah Laverick
Carol Barwell
Pat Anderson
Joan Woods

Functions, membership & structure specified in Articles and AFH

Responsible under the Articles for controlling trust's management and administration. Responsible for directing its affairs, and ensuring it is solvent and well-run; and delivering the trust's charitable outcomes for the benefit of the public.

The Board of Trustees are responsible for:

- Set aims and objectives in accordance with charitable objects set out in Articles.
- Monitor and evaluate performance against aims and objectives.
- Ensure Articles are fit for purpose (subject to certain approvals).
- Appoint some of governors of Local Governing Body and remove governors.
- Recruit, manage and support Academy Principals.
- Set strategic policy for academies.
- Set and/or approve academy budgets and performance plans.
- Monitor educational standards and performance in the academies.
- Responsible for ensuring funds are used only in accordance with the law, the board's powers under the FA (including the trust's articles of association which set out the powers of the trust and its governance arrangements), and the Academies Financial Handbook.
- Responsible for proper stewardship of funds and for ensuring economy, efficiency and effectiveness in their use.
- Must ensure they use their discretion reasonably, and take into account any and all relevant guidance on accountability or propriety.
- Subject to the duties and responsibilities of charitable trustees and company directors as well as any other conditions that the Secretary of State agrees with them.

As **company directors**, they have a statutory duty to:

- act within their powers;
- promote the success of the company;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare interest in proposed transactions or arrangements.

Number of trustees who are also employees must not exceed one third of the total. Only the Chief Executive may be paid as a director. All other employee-directors must be paid in their capacity as an employee other than director. Term of office is four years except for CEO whose post is ex-officio.

Ironstone Academy Trust Board of Trustees

The size and composition of the Board of Trustees is determined by the company's Articles of Association and is currently as follows:

Up to 8 Trustees Appointed by Members

The Chief Executive Officer (ex-officio)

Head Teachers of the schools are invited to attend trustee meetings but have no voting rights.

The Current Trustees are:

Chair – Stephen Elliot
Vice Chair- Lesley Payne
David Atkin
Peter Robinson
Dot Ives
Richard Carter
Matthew Whitfield
Karen Deen
CEO-Carl Faulkner

Chief Executive/Accounting Officer

Covered in **AFH** & **FA**. Note: the word 'must' means just that.

MAT must appoint an Accounting Officer who takes personal responsibility for assuring the board that there is compliance with the Handbook, the FA and all relevant aspects of company and charitable law. This cannot be delegated.

Ordinarily this would be the Chief Executive who also has responsibility, under the board's guidance, for the trust's overall management and staffing. The Accounting Officer also has specific responsibilities for financial matters i.e personally responsible to Parliament and EFA for the resources under their control and must be able to assure Parliament and public of high standards of probity.

Chief Executive is an ex-officio Director.

Ironstone Academy Trust

Chief Executive Officer: Carl Faulkner

The executive directors have the following accountability and duties:

- Overall leadership responsibility for IAT and member academies, communicating the Trust's vision to academy staff and setting strategic direction to ensure educational and financial success.
- Recruiting, managing and supporting the heads of academy and securing delivery of excellent teaching and learning throughout the Trust
- Strategic planning and operational work at trust board level including:
 - Development of sponsorship arrangements with under-performing schools
 - Supporting schools wishing to convert to academy status under the trust
 - Managing the executive services team
- Overseeing of capital projects within academies
- Representing the Trust within Teaching Schools Alliances
- Creating and Managing high level external relationships including DfE, local authorities, National College, Ofsted
- Develop the commercial interests of the Trust and generate income
- Be a member of the Local Governing Body of their founding school and maintain communication between the directors, LGB and Head of Academy
- Chairing the Trust's Education Committee
- Support other trust committees once established
- The CEO is the Trust's Accounting Officer

Functions and duties of Chief Executive Officer, and Head Teachers

The CEO is an ex-officio Director with specific functions and duties as follows, these are shown in comparison with those of the other Head teachers:

Chief Executive Officer	Head Teacher Good or Outstanding School	Head Teacher RI SM or Sponsored School
Overall strategic leadership responsibility for the academy.	Contribute to the strategic leadership of the MAT.	Functions and duties of heads of any subsequent schools joining the trust will be determined by the Board of Directors, based on a risk and strengths analysis
Support the Trustees in recruiting and managing the head of each academy and SLT.	Work with the Trustees to recruit and manage the SLT of their Academy.	
Lead strategic planning and operational work at trust board level including: <ul style="list-style-type: none"> • development of sponsorship arrangements with under-performing schools. • supporting schools wishing to convert to academy status under the trust. • managing the MAT services team. 	Support strategic planning and operational work at trust board level including: <ul style="list-style-type: none"> • development of sponsorship arrangements with under-performing schools. • supporting schools wishing to convert to academy status under the trust. • Supporting the MAT services team. 	
Create and manage high level external relationships including DfE, local authorities, National College, Ofsted, Teaching Schools.	Support and contribute to the development of high level external relationships including DfE, local authorities, National College, Ofsted, Teaching Schools.	
Develop the trust and generate income.	Work with the CEO to develop the trust and generate income.	
Member of the Local Governing Body of the founding school. Maintaining communication between the Directors, LGB and academy staff.	Member of the Local Governing Body of their school. Contribute to communication between the Directors, LGB and academy staff.	
Service the trust Education Committee, the Finance and General Purposes Committee and other trust committees once established.	Attend and contribute to the trust Education Committee, the Finance and General Purposes Committee and other trust committees once established.	
Oversee capital development across the MAT.	Contribute to the capital development plan	
Ensure representation of the trust within Teaching Schools Alliances	Represent the Trust as required	

Functions and duties of heads of any subsequent schools joining the trust will be determined by the Board of Directors.

Clerk

Covered in [Articles](#)

Board should appoint a clerk who is someone other than a trustee, governor or the chief executive of the trust. May set terms and conditions as they see fit.

The Role of the Clerk to a Committee

The trustees must appoint a clerk, at least annually, to each committee with delegated functions. The Principal cannot be appointed as clerk to a committee. The role of the clerk is as follows:

- a) To advise the Committee on procedural and legal matters
- b) To convene meetings of the Committee in accordance with legal requirements
- c) To attend meetings of the Committee and ensure accurate minutes are taken
- d) To perform such other functions with respect to the Committee as may be determined by the board of trustees from time to time.

Ironstone Academy Trust Clerk: Redcar and Cleveland Borough Council

Company Secretary

Registered with Companies House.

Not an absolute requirement, but duties need to be undertaken by someone – could be solicitor, but in this case will be CF at NPS in the first instance.

Officer of the company (can also be a director) – shares legal responsibilities with directors. Responsible for maintaining statutory registers (company books), filing annual returns at Companies House, overseeing arrangement of company meetings, maintaining company registered office, keeping Companies House informed of company structure, ensuring security of company documents and deciding company policy on filing and retention of documents.

Chief Financial Officer

Covered in [AFH](#)

IAT have been advised that the MAT must have a chief financial officer (CFO), appointed by the trust's board, to lead on financial matters.

In IAT, to begin with, this will be the Finance Director at NPS, but it is not an ex-officio post. Duties are as for a single academy trust (NPA will also retain their current CFO to manage individual academy finances/ contribute to the Trust development). The two staff will work with the CEO to advise the IAT trustees.

MAT Committees

Covered in [Articles](#) and [AFH](#)

The board and appropriate (determined by the directors) committees must meet at least once a term and conduct business only when the meeting is quorate. Quorum for the board is the greater of three or one third of the total. Committee members need not be directors provided a majority are.

IAT should have a finance committee to which the board may delegate the detailed scrutiny of the trust's finances. IAT does not currently have a dedicated audit committee, as we have been advised the scope of our finances did not merit this. IAT will review this decision and take appropriate action in October 2016.

COMMITTEES TERMS OF REFERENCE

Each committee will operate according to the following Terms of Reference:

1. The Chair and Vice-Chair of the board of trustees and the Chief Executive Officer may attend any meeting of any committee and have full voting rights
2. The quorum for meetings and for any vote must be a minimum of **THREE** Directors who are members of the committee
3. A Chair and Vice-Chair for each committee will be elected at the first meeting of the committee each academy year
4. The committee will have full decision-making powers, except for those items which cannot be legally delegated
5. All committees will have delegated powers to approve policies in accordance with the arrangements detailed in the Policy Review Schedule.
6. Minutes of each committee meeting will be drawn up by the relevant Clerk and signed by the committee Chair after approval at the next meeting of the committee. Minutes will be presented to the full board of trustees for information purposes
7. As soon as is reasonably practicable, a copy of the agenda for every meeting, the signed minutes of every such meeting and any reports or other papers considered at every such meeting will be made available for inspection by any interested person, with the exception of papers and or matters deemed to be confidential
8. The committee to meet at least once per term – more frequently if necessary
9. The agendas for committee meetings to be compiled by the Chair of the committee and the Chief Executive Officer
10. Written notice of a meeting, copy of the agenda and any other papers to be considered at the meeting to be circulated at least 7 days before the meeting. If the Chair of the committee considers that there are matters that demand urgent consideration, he/she can determine a shorter notice period
11. Every matter to be decided at a committee meeting must be determined by a majority of votes of those committee Trustees present with voting powers. If there are an equal number of votes, the Chair (or person acting as Chair) providing they are a trustee, has a second (or casting) vote
12. Trustees must withdraw from any meeting in which they have a direct or indirect pecuniary interest. Similarly, the Clerk or Associate/Ex-officio members
13. The committee will seek advice, when appropriate, from the Chief Executive Officer or any other relevant professional agency when necessary for key decision making

COMMITTEES OF THE BOARD OF TRUSTEES

FINANCE AND GENERAL PURPOSES COMMITTEE

1. Overview

The Finance and General Purposes Committee has been established to ensure the financial stability of individual academies and the Academy Trust as a whole.

The Committee provides financial oversight for the organisation and is responsible for establishing staffing structures, budget setting, financial reporting and the monitoring of internal controls and accountability policies.

The committee is responsible for recommending financial policies, goals, and budgets that support the mission, values and strategic goals of the trust. The committee also reviews the trusts financial performance against its goals and proposes major transactions and programs to the board of trustees.

2. Terms of Reference:

- 2.1 To oversee the annual budget setting
- 2.2 To propose the annual budget to the board of trustees and regularly report to the board on financial matters
- 2.3 Regularly monitor income and expenditure against the budget, including reporting on any significant budget amendments
- 2.4 To review and monitor all policies under the scipe of the Finance and General Purposes Committee as delegated from the board of trustees
- 2.5 To ensure compliance with the Academies Financial Handbook and ensure that academy control systems are robust
- 2.6 To ensure the Annual Report and Accounts are produced in accordance with the EFA Accounts Director and Academies Financial Handbook
- 2.7 To review the annual report and accounts recommended for approval to the board of trustees
- 2.8 To approve improvement plans and actions relating to the finance and premises area.
- 2.9 To ensure a strategic financial view of income, staffing, other expenditure and capital projects. To have a strategic view regarding forward planning of schools finances through longer term financial plans and projections, including capital funding for maintenance of existing facilities and for school improvement projects.
- 2.10 To report back to the board of trustees on any other matters of significance.

3. Administration:

- 3.1 The Finance Committee will meet at least once per term
- 3.2 The quorum for the Finance and General Purposes Committee will be three.
- 3.3 Committee members need not be directors provided a majority are.
- 3.4 The Chief Financial Officer and other employees will be invited to attend but will have no voting rights.
- 3.5 Administrative support will be offered by the Clerk
- 3.6 Agendas will be agreed at least 7 days in advance and will be circulated to members at least 7 days in advance of the meeting

3.7 Minutes of meetings will be taken and once approved in draft by the Chair of the Finance and General Purposes Committee, be submitted to the next scheduled meeting of the board of trustees.

3.8 The Finance and General Purposes Committee will review these terms of reference on an annual basis.

The Current Trustees of the Finance and General Purposes Committee are:

Steve Elliott
Richard Carter
Peter Robinson
Lesley Payne
Carl Faulkner

Chair: To be agreed
Vice Chair: To be agreed

CURRICULUM, STANDARDS AND PUPIL WELFARE

1. Overview

The Curriculum, standards and pupil welfare committee has been established to review those areas of the trust as a whole.

2. Terms of Reference

- 2.1 To ensure that the highest possible standards are set and maintained across the trust
- 2.2 To identify areas of concern in respect of standards and performance and to implement an action plan with the Chief Executive Officer
- 2.3 To ensure that the trusts curriculum is balanced and broadly based
- 2.4 To review academy trust policies for recommendation to the trust board
- 2.5 To ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the academy trust
- 2.6 To support the Chief Executive Officer in the creation, implementation and monitoring of the trust's self-evaluation development plan
- 2.7 To advise the trust board with respect to targets for student achievement across the academy trust
- 2.8 To ensure that effective arrangements are in place across the Academy Trust for pupil support and representation, for monitoring pupil attendance and for pupil discipline.

Administration

- 3.1 The Finance Committee will meet at least once per term
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- 3.4 The Chief Financial Officer and other employees will be invited to attend but will have no voting rights.
- 3.5 Administrative support will be offered by the Clerk
- 3.6 Agendas will be agreed at least 7 days in advance and will be circulated to members at least 7 days in advance of the meeting
- 3.7 Minutes of meetings will be taken and once approved in draft by the Chair of the Finance and General Purposes Committee, be submitted to the next scheduled meeting of the board of trustees.
- 3.8 The Finance and General Purposes Committee will review these terms of reference on an annual basis.

The current Trustees of the Curriculum, Standards and Pupil Welfare Committee are:

Matthew Whitfield
Dorothy Ives
Karen Deen
David Atkin
Carl Faulkner

Chair: To be agreed
Vice Chair: To be agreed

