



# **BROMLEY EDUCATIONAL TRUST**

Approved: 18 September 2014

## **Bromley Educational Trust**

### **TERMS OF REFERENCE**

#### **1 Introduction**

##### **Vision and Values**

1.1 The aim of Bromley Educational Trust is to give children and young people from all backgrounds an outstanding education. In so doing, they will acquire the values, skills, knowledge and understanding to prepare them for life beyond the classroom and subsequently succeed.

1.2 To achieve this aim, we will establish outstanding academies in our local community and beyond. Our ethos will be based upon full inclusion, high expectations, outstanding teaching and learning and a relentless focus on the needs and potential of every child.

1.3 Our core values will shape and inform the operation of the Trust. They are:

- . Valuing people
- . Equality and diversity
- . Ambition
- . Challenge
- . Rigour
- . Accountability
- . Transparency
- . Partnership

##### **Ethos and mission statement**

1.4 Each academy will become an outstanding school and work collaboratively with other academies within the Trust for mutual benefit and improvement. Academies will also maintain good working relationships with other local schools, community organisations and the local authority to ensure they fully serve their local communities.

##### **Trust Board role and purpose**

1.6 As a charity and company limited by guarantee, Bromley Educational Trust (the “Company”) is governed by a board of directors (the “directors”) who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust.

1.7 The directors are accountable to the Department for Education (DfE) and external government agencies, including the Charity Commission, for the quality of the education they provide and the effective use of the associated academy funding. They are required to have systems in place through which they can assure themselves of quality, financial probity, safety and good practice.

1.8 These terms of reference explain the ways in which the board fulfils its responsibilities for the leadership and management of the Trust. They have been adopted by the board in accordance with the Trust's Articles of Association (the Articles) and should be read in conjunction with those Articles.

## **2 Directors' powers and responsibilities**

2.1 Although Bromley Educational Trust is a legal entity in its own right, directors' powers ultimately stem from the sponsor, Bromley College of Further and Higher Education. As sponsor, Bromley College takes responsibility for pupil outcomes in all Bromley Educational Trust sponsored academies. Bromley College appoints the company members of the Trust who, in turn, appoint the directors (otherwise known as 'trustees').

2.2 On behalf of the sponsor, the Trust board is responsible for the strategic direction, broad policy framework and oversight of the Trust and all its academies in order to ensure that the sponsor's vision and values underpin the work of the Trust and its direction of travel.

The board should also ensure the solvency of the Trust, safeguarding its assets and delivering its charitable outcomes. The board oversees the performance of the Trust, including the management of risk. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality assurance processes. The directors have the power to direct change where performance falls short of expectations of good to outstanding schools.

2.3 The directors have a duty to act in the fulfilment of the Trust's 'objects'. They are 'to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools ("the academies") offering a broad and balanced curriculum' (by exercising the powers identified in the Articles of Association, paragraphs 5a –s);

2.4 Directors will have regard to the interests of all the academies for which the Trust is responsible in deciding and implementing Trust-wide policies or exercising any authority in respect of an academy.

2.5 The Trust is the sole legal entity for all central operations and for the academies in the Trust. As such, on behalf of the sponsor and as detailed in the Articles and Master Funding Agreement, the Trust board has sole responsibility for strategic decision making in the Trust. On behalf of the Trust, the board can decide to delegate some (but not all) of its decision making powers to board committees, including sub-committees of the main board and local advisory boards that have been set up to represent the interests of the individual academies in the Trust. The extent of delegation will be determined by academy effectiveness and the practical necessities of good governance.

2.6 These delegations must take full account of the Trust's legal responsibilities and ensure effective risk management. The framework for delegated decision making is described in Bromley Educational Trust's scheme of delegation.

## **3 Membership**

3.1 The directors are appointed by the Bromley Educational Trust members on behalf of the Bromley Educational Trust sponsor. The sponsor determines the number of directors.

3.2 Members may appoint up to eight directors.

3.3 The quorum for Trust board meetings will be 5 directors.

3.4 Directors are appointed because of the range of skills and expertise they can bring to help to realise the sponsor's vision and values for the Trust and enhance the effective strategic leadership and management of the Trust.

#### **4 Appointment of chair and vice-chair**

4.1 The chair of the Trust board is appointed by the sponsor and normally holds office for two years. S/he is eligible for re-election.

4.2 The vice-chair of the Trust board and any committees established by the Trust are appointed by the Trust board. They normally hold office for two years and are eligible to stand for re-election.

4.3 The Trust board can choose to vary the term of office of individual directors up to a maximum of four years in order to ensure continuity and sustainability.

4.4 If the chair and vice-chair are absent from any meeting of the board, the members shall choose one of their number to act as chair for the meeting.

#### **5 Meetings**

5.1 The Trust board and any board committees shall meet at least times a year. Extraordinary meetings may be called at short notice if there are urgent issues that need Board discussion and/or a Board decision.

5.2 The Trust will appoint a clerk to the Board.

#### **6 Terms of Reference**

The duties of the Trust Board shall be:

##### **Setting the strategic direction**

6.1 to ensure that the sponsor's vision and values underpin the way in which the Trust works and relationships within the Trust;

6.2 to determine the educational character, social ethos and mission of the Trust;

6.3 to approve the Trust and individual academy annual and three year strategic plans and review annually;

##### **Ensuring high standards of achievement and improved performance**

6.4 to ensure that all academies in the Trust are effectively challenged and supported to maximise outcomes of children and young people who attend Trust academies;

6.5 to receive reports from every Local Advisory Board meeting in order to regularly review outcomes and impact against key performance indicators as identified in the Trust's strategic plan;

6.6 to challenge and support the Trust's senior officers and academy leaders to achieve best value in terms of impact, outcomes, quality and cost;

### **Ensuring strong and robust governance**

6.7 to ensure compliance with the Trust's duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements;

6.8 to ensure the continued charitable status of the Trust;

6.9 to approve the Trust board's terms of reference and keep them under regular review;

6.10 to approve the Trust's scheme of delegation and keep it under regular review;

6.11 to approve the terms of reference of the Local Advisory Board and any committees and keep them under regular review;

6.12 to approve the Trust's policy framework that identifies responsibilities for approving specific policies and keeping this under regular review;

6.13 to take timely action to address decisions for which there is a legal requirement for board approval;

6.14 to ensure effective consultation and communication with all constituent parts of the Trust;

6.15 to review its own effectiveness regularly and agree appropriate actions to improve its performance;

### **Ensuring sound financial practices**

6.16 to approve the Trust's annual budget and keep it under regular review by receiving a report from the Principal Finance Officer at every board meeting;

6.17 to approve each Trust academy's bottom line annual budget, review annually and endorse plans to address identified over or underspends;

6.18 to agree the scheme of financial delegation to Trust academies and review this annually;

6.19 to receive the annual report from the Trust's auditors and take the appropriate actions to respond positively to any recommendations;

### **Becoming the employer of choice**

6.20 to approve Trust-wide employment policies for all Trust employees;

6.21 to appoint the executive Headteacher and members of the senior leadership team and endorse the appointment of all other staff made by the executive Headteacher;

### **Ensuring a secure health and safety environment**

6.22 to approve the Trust's health and safety policy and review its implementation annually;

## **Ensuring effective child protection and safeguarding**

6.23 to approve the Trust's safeguarding policy and keep it under regular review;

6.24 to receive an annual report on the effectiveness of safeguarding practices in Trust academies and within the Trust;

## **Acting as the admissions authority**

6.25 as the admissions authority for all Trust academies, determine the admissions arrangements for all academies and review annually;

## **7 Reporting procedures**

7.1 The Clerk to the Trust board shall circulate minutes of the meetings, the agenda and any associated papers for forthcoming meetings at least five working days before the date of the board meeting.