

Trust Board Model of Governance / Terms of Reference
2022 / 2023

Trust organisation

Victorious Academies Trust is a Multi Academy Trust. Our academy trust is both a charity and a company and is funded by and accountable to the Department for Education for the educational standards and financial management of the Trust and its Academies.

Our Trust objects are:

'to advance for the public benefit education in the United Kingdom..... by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum.'

Our Trust Vision:

"We have a vision for education that builds futures for all, focussing on personal strengths, academic progress, character development and the pathway to employment. This is linked to lifelong learning, professional development and community involvement. We want to remove barriers to achievement and to inspire individuals by setting their learning in the context of their future aspirations."

Our Trust Mission:

- Growth – to create a sustainable multi academy trust based initially in the north-west from Tameside.
- To create a cluster of academies based in Tameside – growing to 10+ primary schools and up to 5,000 pupils.
- Creating a cluster where school to school collaboration is championed – less than an hour's travel between academies.
- To attract 'Good' schools first to establish a beacon of excellence and then proposing to support to other schools to improve outcomes and opportunities for a greater number of pupils.

The values of our Trust are based on the following:

- Inspiring – Encouraging all to be as creative and motivating as possible;
- Discovering – Seeking opportunities to expand knowledge and experience;
- Caring – Providing support and guidance for the whole Trust community;
- Improving – Striving to better ourselves at all times; and
- Achieving – Teaching to attain aspirational targets.

Our Trust Strategic Plan 2021 - 2026:

Includes the following specific aims:

1. To raise attainment and continually improve pupils progress through increasing quality of provision in all our schools by ensuring robust assessment and tracking which informs effective pedagogy.
2. To ensure high quality leadership and governance at Trust Board, LGB and Academy level.
3. To encourage growth through increasing the exposure and footprint of the Trust.
4. To develop the financial capacity of the Trust in relation to the central and core team services and personnel.

Our Trust approach to governance is:

Our trust model of governance forms partnerships between the Trust Board, Trust-wide committees and academy-specific local governing boards through schemes that delegate significant responsibilities to local governing boards.

Local governors in each academy LGB work with the Trust board and trust-wide committees to support the development of strategic vision and plans and to monitor the impact of all activities at the school to ensure the best possible outcomes for children.

Our Trust values autonomy relative to the individual character and uniqueness of individual academies where this supports best outcomes for children alongside the promotion of networks, partnerships and collaborations to support high quality teaching and learning – including through:

- sharing best practice
- economic benefits, such as through centralised services
- the ability to focus funds where they are most needed
- increased and flexible staffing resources
- the opportunity to establish career development and succession planning programmes to support and retain good staff

Constitution

Our Trust has three layers of governance as follows:

- Members – operate at a strategic level, with ultimate control over the direction of the Trust and maintain oversight of Trust Board efficacy;
- Trustees – are accountable to the DfE for the operation of the Trust; set strategic objectives, plans and regulatory and monitoring frameworks;
- Local governors – have responsibilities delegated by the Trust Board to secure good knowledge of an individual academy conducting scrutiny and monitoring of academy activities focussed on impact.

Executive activities are conducted by the core trust team supported by external advisors and academy Principals/Headteachers who are responsible for the day-to-day operation of their academies within the regulatory framework established by the Trust.

The principal functions and responsibilities of the Members and Trustees are established in our Articles of Association of the Trust. Our Articles are in standard form, approved by the DfE with no material variations.

Members

Our Members are guardians of the governance of the Trust and as such have a different status to Trustees. Members' roles and responsibilities are in line with the DfE requirements and guidance. Initial Members were the signatories to the Memorandum of Association and agreed our Articles of Association (the legal document which outlines our governance structure and how our Trust operates). Our Articles of Association also describe how our Members are recruited and replaced, and how many Trustees are appointed to the Trust Board. Our Members appoint Trustees to ensure that our charitable objectives are carried out and so are able to remove Trustees if they fail to fulfil this responsibility. Accordingly, our Trustees submit an Annual Report on the performance of the Trust to our Members.

In line with DfE expectations, only one of our Members is also a Trustee (the Chair of Trust Board – by virtue of office). None of our Members or Trustees are employees of the schools within our Trust, with the exception of the CEO who is a Trustee by virtue of the role.

The terms of reference for the Members Board are to oversee the achievement of the Trust's objectives, including:

- make changes to the constitution of the Academy Trust;
- appoint the Trustees and hold those Trustees to account for the way that the Academy Trust is operated;
- appoint external auditors to ensure that the accounts are independently interrogated; and

- guarantee the debts of the Academy trust – the extent of the guarantee is ten pounds per member if the company goes into insolvent liquidation in line with DfE guidance.

Trustees

Trustees oversee the business of the academy trust discharging responsibilities under Charity Law and Company Law and as the governing body accountable to the DfE. The Trust is a separate legal entity and capable in its own right of entering into contracts and it is therefore a party to the various documents required for the operation of the academies, such as the Funding Agreements.

Our Trust Board has the right to review and adapt the governance structure at any time which includes removing delegations based on assessment of competencies and risks.

Company Law Responsibilities

Trustees are registered as Directors of the Trust at the Register of Companies at Companies House and are required to be aware of and work within the following duties as codified under the Companies Act 2006:

- A duty to act within the powers granted by the Memorandum and Articles of Association and only exercise the powers for the purpose for which they are conferred;
- A duty to promote the success of the academy;
- A duty to exercise independent judgment;
- A duty to exercise reasonable care, skill and diligence;
- A duty to avoid conflicts of interest;
- A duty not to accept benefits from third parties; and
- A duty to declare an interest in any proposed transaction or arrangement with the academy. Other legislation which the Trustees need to be mindful of includes the Insolvency Act 1986, Health and Safety at Work etc. Act 1974, Environmental legislation, Freedom of Information Act and The Company Directors Disqualification Act 1986.

Charity Law Responsibilities

The Trust has charitable status and Trustees are responsible for ensuring compliance with the regulations set out by the Charities Commission relating to the Trust as a whole and to individual Trustees – including to:

- Accept ultimate responsibility for the Trust ensuring that it is solvent and well managed and delivering the charitable outcomes for which it was set up;
- Ensure compliance with Charity Law and deliver necessary reports and returns as required;
- Only use assets and funds in furtherance of the Trust's objects;
- Consider obtaining external professional advice, if the Governors may be in breach of their duties; and
- Take special care when investing the funds of the academy. Quorum The quorum is 3 or one third of those in post at the time and entitled to vote.

Responsibilities under school governance regulations

Our Trust Board leads its 'trust wide' and 'academy-specific' governance groups to deliver the three core functions of governance:

- ensuring clarity of vision, ethos and strategic direction
- holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- overseeing the financial performance of the organisation and making sure its money is well spent.

Trustees ensure compliance with the trust's charitable objects and with company and charity law, and adherence to the trust's funding agreement with the Secretary of State.

Trust Board

Constitution:

The constitution of the Trust is set out in the Trust's Articles of Association – which are approved by the DfE.

The Trust Board consists of:

- Member-appointed Trustees; and
- Trustees Co-opted by Trustees who have not themselves been appointed in this manner; and
- the Chief Executive Officer in an ex-officio capacity.

As appropriate, Trustees may invite the attendance of other senior leaders and/or professional advisers to one or more meetings of the Trust.

Regulations governing meetings of the Board of Trustees are set out in the Articles of Association.

In addition to general powers and responsibilities under Company and Charities Law, the Trust Board has the following principal functions:

To set strategic objectives and targets for the Trust and review performance relative to achievement and impact including:

- Setting key strategic objectives and targets and reviewing performance against these;
- Ensuring the provision of quality education through the Trust;
- Ensuring that trust vision and values underpin the way in which the trust works and relationships within the trust;
- Determining the educational character, ethos and mission of the trust;
- Establish and maintain the schools (including the consideration of growth by taking existing or new schools into the Trust).
- Approving the trust and individual academy annual and three year strategic plans and review annually;
- Ensuring proper advice is available to the Trust in relation to legal and compliance matters;
- Ensuring a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained across the Trust and schools; and
- Ensuring high standards of achievement and improved performance.

To hold Trust Executives to account for Trust performance and the performance of the individual academies within the Trust including:

- Monitoring the performance of the Academy Trust;
- Ensuring the provision of quality education through the Trust;
- Ensuring that all academies in the trust are effectively challenged and supported to maximise outcomes of children and young people who attend trust academies;
- Receiving reports from the achievement and improvement committee in order to review regularly outcomes and impact;
- Overseeing the delivery of the benefits that collaborative working, common approaches and common systems will bring across the schools; and
- Challenging and supporting the Trust's core team and academy leaders to achieve best value in terms of impact, outcomes, quality and cost.

To ensure that the systems of internal governance, financial management, HR management and operations is effective in supporting the Trust to achieve its objectives including:

- Oversight of the daily running of the Trust and the management of the academies' business affairs;
- Ensuring the effective management of the Trust's finances and property;



- Ensuring that relevant statutory documents are delivered to Companies House and the statutory books are up to date;
- Formally appointing the CEO;
- Ensuring the effective management of the Trust's central staff;
- To provide challenge and support to the CEO and through this role to our schools.
- To set objectives and undertake performance appraisal of the CEO.
- Ensuring that the CEO is effectively overseeing the objectives and outcomes of each school;
- Entering into contracts on behalf of the Trust;
- Ensuring 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;
- Ensuring the continued charitable status of the trust;
- Approving the trust board's terms of reference and keeping them under regular review;
- Approving the trust's accountability framework and keep it under regular review;
- Approving the terms of reference of the finance business and audit and achievement and improvement committees and keep them under regular review;
- Approving the trust's policy framework that identifies responsibilities for approving specific policies and keeping this under regular review;
- To make or ratify suitable appointments of individuals who serve or will serve on our Local Governing Boards, including removing such individuals who fail to fulfil the expectations of the role;
- Taking timely action to address decisions for which there is a legal requirement for board approval;
- Ensuring effective consultation and communication with all constituent parts of the trust;
- Reviewing its own effectiveness regularly and agree appropriate actions to improve its performance;
- Ensuring sound financial practices;
- Approving the trust's annual budget and keeping it under regular review by receiving a report from the finance business and audit committee at every board meeting;
- Approving each trust academy's annual budget, review annually and endorse plans to address identified over or underspends;
- Agreeing the scheme of financial delegation to trust academies and reviewing this annually; and
- Receiving the annual report from the trust's auditors and take the appropriate actions to respond positively to any recommendations.

Ensuring a secure health and safety environment including

- Approving the trust's health and safety policy and review its implementation annually;
- Ensuring effective child protection and safeguarding;
- Approving the trust's safeguarding policy and keep it under regular review; and
- Receiving an annual report on the effectiveness of safeguarding practices in trust academies and within the trust.

Acting as the admissions authority including

- Acting as the admissions authority for all trust academies, determine the admissions arrangements for all academies and review annually.

The Trustees meet - including through governance groups – frequently enough to discharge their responsibilities under the Trust articles of association, funding agreements and relevant guidance including relative to the DfE Governance Handbook - ensuring robust and effective governance including financial management arrangements.

The Trust Board establishes Terms of Reference and a Plan of Work for the year to ensure effective operation across the governance partnership.

Whilst maintaining accountability for the running of each academy, the Trust Board delegates significant responsibilities across the governance partnership and to executive leaders through the approval of:

- a written Schemes of Delegation for finance authorities that ensures robust internal control arrangements; and
- a written Scheme of Delegation for governance functions.

Powers Retained by the Trust Board

In exercising its strategic role, the Trust Board will retain exclusive responsibility for the following:

- Ensuring compliance with the Trust's duties under Company Law and Charity Law and agreements made with the DfE, including the Funding Agreement, and the Deed of Gift;
- Ensuring the solvency of the Academy Company and Charity, safeguarding its assets and delivering its charitable outcomes;
- The appointment or dismissal of the Executive Principal / Head Teacher / Principal (where appointed);
- Ensuring the continued charitable status of the Company;
- Setting key strategic objectives and targets and reviewing performance against these;
- Determination of the establishment, constitution, membership, proceedings and delegated powers and functions of the Local Governing Board and committees and their annual review and revision;
- The approval of Academy Trust policies, not delegated to the Local Governing Board or Resources to include Admissions and Child Protection;
- The approval of annual estimates of income and expenditure for the Academy at the beginning of the academic year;
- The approval of the appointment/resignation of the auditors for the Trust on an annual basis;
- The approval of the Trust year end accounts;
- Entering into all contracts on behalf of the Trust;
- To authorise expenditure or income over the value of £100,000;
- To authorise the opening of a bank account; and
- To approve the pay structure for the Trust.

Governance partnership

Relationships between the Trust Board, Local Governing Boards and Trust -wide Committees

The Trust Board delegate power to the Academy Local Governing Boards, the trust-wide 'Academic and Improvement Committee' and the trust-wide 'Finance, Business and Audit Committee'.

The Academy Local Governing Boards have delegated responsibilities to monitor the role of each Academy at an operational day to day level. The Local Governing Boards report to the Trust Board on decisions made within their delegated authorities and provide advice and make recommendations to the Trust Board on other matters.

Local Governing Boards are expected to follow the Trust Board's Annual Programme of Work for the Year and are encouraged to follow a model Trust Agenda framework.

Detailed scrutiny and oversight across trust activities is conducted through trust-wide governance Committees and by and through Academy Local Governing Boards.

Detailed written Terms of Reference established by the Trust Board framework the activities of trust-wide governance committees and academy specific LGBs and these ensure that any further delegations to sub-committees or individuals are equally supported by written Terms of Reference or role remits.

Our Trust Board will meet at least six times a year and the quorum for any meeting is the greater of three or a third of the Trustees appointed at any one time.