

TERMS OF REFERENCE

RUTLAND AND DISTRICT SCHOOLS' FEDERATION



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1. INTERPRETATION

In this document:

- "Academy" means each academy within the Trust;
- "Articles" means the Articles of Association of the Company;
- "Committee" means a committee of the Board;
- "Executive Principal" means the Accounting Officer of the Trust;
- "CFO" means the Chief Financial Officer;

- “Funding Agreements” means the Master and Supplemental Funding Agreements;
- “Local Governing Body” means a local governing body established under the Articles;
- “Member” means a member of the Company;
- “Trust” or “Company” means Rutland and District Schools’ Federation;
- “Trustees” or “Directors” means the Directors of the Company;
- “this document” means these Terms of Reference.

Unless the context requires otherwise, a reference to:

- a reference to a clause is to that clause in this document;
- words importing one gender include all genders;
- the singular includes the plural and vice versa;
- headings are for convenience only.

2. RESPONSIBILITIES OF THE TRUST BOARD

2.1 Legal status

The Company is a charitable company limited by guarantee. The Trustees are responsible for the general control and management of the Trust in accordance with the Articles and Funding Agreements.

2.2 Delegated authority

The Board exercises all powers of the Trust and retains ultimate accountability, subject to:

- the Companies Act 2006
- the Articles
- Funding Agreements
- the Scheme of Delegation

2.3 Core strategic responsibilities

The Board shall:

- determine the Trust’s vision, ethos, culture and strategic priorities;
- approve the Trust’s strategic plan / transformation plan;
- determine the Trust’s growth strategy;
- ensure appropriate stakeholder engagement arrangements.

2.4 Strategic responsibilities

The Board shall:

- approve and annually review the Scheme of Delegation;
- approve committee structures and terms of reference;
- appoint and remove Trustees;
- elect the Chair and Vice Chair;
- appoint committee chairs;
- approve governance policies and role descriptions;

- oversee governance effectiveness including self-evaluation;
- ensure governance information is published and compliant.

2.5 Policy responsibilities

The Board shall:

- approve all statutory trust-wide policies;
- approve non-statutory trust-wide policies;
- ensure a consistent approach to policy implementation;
- approve academy-level policies where required.

2.6 Accountability and performance

The Board shall:

- hold the Executive Principal to account for performance;
- ensure high standards of education and pupil outcomes;
- monitor trust-wide performance and improvement;
- ensure effective safeguarding and SEND provision.

3. GOVERNANCE AND DELEGATION

3.1 General principle

The Board retains overall responsibility but delegates functions as set out in the Scheme of Delegation.

3.2 Delegation framework

The Board delegates responsibilities to:

- Committees of the Board;
- the Executive Principal and executive team;
- Local Governing Bodies.

3.3 Reserved matters

The Board reserves the authority to:

- approve the Trust budget and financial plans;
- approve annual accounts and reports;
- approve major contracts and expenditure above thresholds;
- determine governance structures;
- appoint the Executive Principal and Chief Finance Officer.

3.4 Oversight

The Board shall:

- ensure reporting arrangements are effective;
- receive assurance from committees;

- ensure delegated functions are properly exercised.

4. FINANCIAL MATTERS

4.1 Budget setting

The Board shall:

- approve the annual budget;
- approve the three-year financial forecast;
- ensure alignment with strategic priorities.

4.2 Financial monitoring

The Board shall:

- monitor the Trust budget;
- approve reporting arrangements;
- ensure monthly management accounts are produced.

4.3 Financial control

The Board shall:

- approve the finance policy;
- approve thresholds for delegated spending;
- ensure value for money and benchmarking;
- approve significant contracts.

4.4 Restrictions

The Board shall ensure:

- compliance with financial regulations;
- no borrowing without appropriate approval.

5. RISK, AUDIT AND COMPLIANCE

5.1 Risk management

The Board shall:

- approve the risk management policy;
- maintain a Trust risk register;
- review risk at least annually.

5.2 Internal scrutiny

The Board shall:

- ensure a programme of internal scrutiny;
- ensure independent assurance over controls;
- act on audit recommendations.

5.3 External audit

The Board shall:

- recommend to members the appointment of external auditors;
- receive and review audit reports;
- ensure submission of statutory accounts.

5.4 Compliance

The Board shall ensure compliance with:

- Funding Agreements;
- Academy Trust Handbook;
- company and charity law;
- safeguarding and data protection requirements;
- the articles of association.

6. COMPOSITION OF THE TRUST BOARD

6.1 Membership

The Board shall comprise Trustees appointed in accordance with the Articles.

6.2 Skills

The Board shall ensure:

- an appropriate skills mix;
- sufficient financial expertise;
- independence where required.

6.3 Attendance

The following may attend meetings:

- Executive Principal
- Chief Finance Officer
- Governance Professional
- Heads of School

7. MEETINGS OF THE TRUST BOARD

7.1 Frequency

The Board shall meet at least three times per academic year.

7.2 Notice

Meetings shall be convened with at least seven days' notice.

7.3 Urgent meetings
Shorter notice may be given where urgency requires.

8. QUORUM

- The quorum shall be three or one-third of Trustees, whichever is greater
- If quorum is not met, the meeting shall not proceed.

9. PROCEEDINGS OF MEETINGS

9.1 Voting
Decisions shall be made by majority vote.

9.2 Chair's casting vote
The Chair shall have a casting vote.

9.3 Conflicts
Trustees shall declare any business or personal interests and withdraw where appropriate.

9.4 Participation
Meetings may be held virtually.

10. MINUTES AND PUBLICATION

10.1 Minutes shall be taken and approved as a true record, once approved they will be published on the website.

10.2 Records shall be retained and made available as required.

11. DELEGATION OF FUNCTIONS AND COMMITTEES

11.1 The Board may establish Committees.

11.2 Each Committee shall operate under approved Terms of Reference.

11.3 Committees shall report to the Board.

12. RESPONSIBILITIES OF THE EXECUTIVE PRINCIPAL (ACCOUNTING OFFICER)

The Executive Principal shall:

- implement Board policies and strategy;
- manage day-to-day operations of the Trust;
- ensure financial propriety and value for money;
- ensure compliance with statutory and regulatory requirements;
- lead the executive team;

- be accountable to the Board.

13. CONDUCT, CONFLICTS AND STANDARDS

13.1 Trustees shall act in accordance with:

- The Nolan Principles
- Charity law duties

13.2 The Board shall maintain a Register of Interests.

14. AMENDMENT OF THESE TERMS OF REFERENCE

These Terms of Reference may be amended by the Board.

15. COPIES OF TERMS OF REFERENCE

Copies shall be made available to Trustees and on request.

16. EFFECTIVE DATE

These Terms of Reference shall take effect from the date approved by the Board.