



NEWBURY ACADEMY TRUST

Board of Trustees

Full Governing Body

Terms of Reference

Board of Trustees

Heading	Interpretation
Name	Newbury Academy Trust Board of Trustees, to be known as the Newbury Academy Trust Full Governing Body. <i>Abbreviated to NAT FGB.</i>
Articles of Association	Nothing in this document is meant to override the provisions of the Articles of Association which at all times are to be regarded as the primary source of guidance. These procedures are the by-laws to support them.
Full Governing Body Membership	Membership of the FGB shall be determined from time to time by the FGB having regard to the provisions of the Articles of Association. The number of Trustees shall not be less than three, but shall not be subject to any maximum. The Members may appoint up to five Trustees.
Disqualification	All Governors are expected to sign that they are not disqualified from holding office for any of the reasons set out at Page 49. All Governors will be subject to a Disclosure and Barring Service (DBS) criminal records check prior to appointment.
Powers of Directors	The business of the Trust shall be managed by the Trustees who may exercise all the powers of the Company. The FGB's three core functions are to set the vision, ethos and strategic direction of the Trust's schools, holding the Executive Headteacher to account for the educational performance of the Trust's schools, and overseeing financial performance.
Terms of Reference	The NAT FGB has a strategic role in the governance of the Trust and is accountable for its decisions. It should set aims and objectives, challenge and

support practices within the academies and agree, monitor and review policies, targets and priorities.

Strategic Development

- To approve, monitor and evaluate:
 - The NAT vision and strategy
 - Each school's Self-evaluation Form
 - Each school's Improvement Plan
 - Targets for each school's improvement
- To approve policies identified within the NAT policy review programme.

Accountability

- To ensure that the requirements of children with special needs are met, as laid out in the Code of Practice, and receive an annual report from the Executive Headteacher.
- To monitor and evaluate the effectiveness of leadership and management including all matters regarding to safeguarding.
- To ensure that provision for different groups of children (e.g. disadvantaged, LAC) is meeting their needs and that progress and achievement is evaluated.
- To monitor and evaluate the impact of quality of teaching on rates of all pupil progress and standards of achievement.
- To monitor and evaluate the impact of continuing professional development on improving staff performance.
- To consider recommendations from external reviews of the school (e.g. Ofsted or local school improvement advisers), agree actions as a result of reviews and evaluate regularly the implementation of the plan.
- To ensure that all children have equal opportunities.

It should also:

1. Agree constitutional matters, including procedures where the FGB has discretion.
2. Review and approve Trust policies as necessary. The schedule of policies and their review dates is available from the Clerk.
3. Recruit new Trustees/Governors as vacancies arise.
4. Agree the procedures and make the necessary arrangements for the election and appointment of Trustees and LGB Governors. The Election procedures for Staff and Parents Governors, and the appointment process for Community Governors are detailed in a separate document.
5. Hold at least three FGB meetings a year.
6. Elect the Chair and Deputy Chair of the FGB each school year.
7. Appoint or remove the Clerk.
8. Establish the committees of the FGB, determining and reviewing annually, their constitution, terms of reference, membership and proceedings.
9. Appoint / remove the Chairs of committees.
10. Decide which functions of the FGB will be delegated to committees, and individuals and review the scheme of delegation annually. The Trust's scheme of delegation is detailed in a separation document. The Trustees reserve the right to remove or alter any delegation at any time.
11. Receive minutes of committee meetings and reports from committees at meetings of the FGB.

	<p>12. Receive reports from any individual or committee to whom a decision or responsibility has been delegated and to consider whether any further action by the FGB is necessary.</p> <p>13. Be responsible for the Annual Report and the Companies House Annual Return and approve the annual budget for income and expenditure in each financial year.</p> <p>14. Undertake the performance management of the Executive Headteacher.</p> <p>15. Authorise the Executive Headteacher's expenses.</p> <p>16. Undertake self-evaluation of the effectiveness of the Trust's governance arrangements including training.</p> <p>17. Communicate with all stakeholders.</p> <p>For the avoidance of doubt where a power is not delegated to the EHT/CEO, Associate Headteacher or Local Governing Body, it will be deemed to have been retained by the Trust.</p>
Meetings	<p>The FGB will meet at least three times a year. The FGB will plan its meeting dates, including those of its committees, on an annual basis.</p> <p>Any three Trustees may requisition a meeting of the FGB by giving notice in writing to the Clerk.</p>
Chair and Vice Chair of Governors	<p>The FGB shall each school year elect a Chairman and a Vice Chairman from among their number. A Trustee who is employed by the Academy Trust is not eligible for election.</p> <p>Election of Chair and Vice Chair Process</p> <p>A Trustee can nominate him/herself for office or be nominated by another Trustee. The Trustee can submit a written nomination in advance of the meeting or make a verbal nomination at the meeting. The Trustee must be present at the meeting to be considered.</p> <p>Trustees who have nominated themselves will be asked to leave the room whilst the selection process takes place. If there is more than one nominee, the remaining Trustees will take a vote by show of hands. The Clerk will tally the votes and the Trustee with the most votes will be duly elected. The Trustees will be asked to re-join the meeting.</p> <p>If there is a tie, each candidate will be given an opportunity to speak to the Trustees about their nomination and Trustees should discuss the strengths of the nominated Trustees. A further vote would be taken. If there is still a tie, the decision will be based on the toss of a coin.</p> <p>If both the Chair and Vice Chair are absent from a meeting, the FGB will choose a Chair from those present, but this may not be the Executive Headteacher.</p> <p>If the Chair resigns, the Vice Chair will act as Chairman until a successor is appointed at the next FGB meeting. The election of the Chair will be a specific item of business on the agenda.</p> <p>A motion to remove the Chairman and Vice Chair must be an FGB agenda item and must be confirmed by resolution at a second meeting held not less than 14 days after the first meeting. The Trustee proposing the removal must state his/her</p>

	reasons for doing so at the meeting. The Chair or Vice Chair must be given the opportunity to make a statement in response.
Terms of Office	The term of office of all Trustees is four years, (except for the Executive Headteacher). Any Trustee may be re-appointed subject to them remaining eligible.
Agenda Planning/Chairs Briefings	The FGB Chair will meet with the Headteacher every meeting cycle to discuss priorities and plan agendas for the forthcoming meetings.
Attendance at GB meetings	<p>The Clerk will keep a record of attendance.</p> <p>Where a Trustee sends an apology for absence with reason, the FGB will decide whether to consent to the absence. If apologies are not submitted they will deem to have not been accepted.</p> <p>If a Trustee is absent without the permission of the FGB from all their meetings held within a six month period the Trustee shall cease to hold office if the FGB resolve that his office should be vacated.</p> <p>The FGB can allow other persons to attend their meetings. Where this occurs the minutes of the meeting should clearly state this decision.</p>
Notice of Meetings	<p>Written notice of meetings, together with the agenda, will be sent by the Clerk so as to arrive seven days before the meeting to the Trustees specified email address. Papers that inform agenda items will be sent with the agenda.</p> <p>Non-receipt of notice of a meeting will not invalidate the meeting. Written notice of a meeting and the agenda can be given within a shorter period where the Chair determines there are matters demanding urgent consideration.</p> <p>Any requests by Trustees to place an item on the agenda should be directed to the Chair.</p>
Any Other Business Items	The agenda will include 'Declarations of Any Other Business'. Any Trustee wishing to raise an urgent item must give notice at this time. The FGB will decide whether it is appropriate to discuss this or defer it to a subsequent meeting.
Quorum	The quorum for an FGB meeting and any vote on any matter shall be fifty percent of the Trustees, or where greater, any one third of the total number (rounded up to a whole number) of Trustees in post at the date of the meeting. The meeting will be discontinued if it becomes inquorate. In this situation, a further meeting will be convened within seven days.
Voting	<p>Every question shall be decided by a majority of votes of the eligible members present. This includes any Trustee participating by video or telephone link. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote.</p> <p>Trustees can participate in a meeting by telephone or video conference provided that 48 hours' notice has been given.</p>
Written Resolution	A decision in writing, signed by all the Trustees entitled to receive notice of a meeting of the Trinity FGB shall be valid and effective as if it had been passed at

	a meeting of the FGB. This may take the form of one document signed by all the Trustees, or separate documents signed individually.
Code of Conduct	All Trustees will agree to work to and sign annually the Code of Conduct for Newbury Academy Trust Governors.
Pecuniary and Personal Information	All Trustees will sign the NAT Register of Business Interests annually and declare interests at meetings whether an interest has been previously registered or not. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust and any duty or personal interest.
Appointment of the Clerk	The Newbury Academy Trust will appoint the Clerk. Should the Clerk not attend the meeting, then a Trustee but not the Executive Headteacher, can act as Clerk for that meeting.
Public Statements	Public statements on behalf of the FGB will be made only by the Chair.
Committees	The following Committees have been established by the FGB and meet on annual schedule of meetings. In line with the Articles the establishment, terms of reference, constitution and membership of any committee shall be reviewed at least once in every 12 months: a) NAT Finance, Staffing and Premises Committee. <i>NAT FSP</i> b) Trinity School Local Governing Body. <i>Trinity LGB</i> c) NAT Primary Schools Local Governing Body. <i>Primary LGB</i> d) NAT Pastoral Committee. <i>NAT PC</i> The Articles specify that the membership of any committee may include persons who are not Directors, provided that (with the exception of the LGB), the majority of any such committee shall be Directors.
Panels	The Trust has established other Governor Panels in line with specific Policy requirements. These meet from time to time as required and to the terms of reference specified within each Policy. Appointments to Panels and the framework within which they are constituted are set out in Appendix D.
Delegation to Committees	The FGB resolves that functions will be delegated to the committees as listed in the Terms of Reference documents at Appendix D. Except for the LGBs, no vote on any matter shall be taken at a committee meeting unless the majority of members of the committee present are Trustees.
Delegation to individuals	No action may be taken by an individual Trustee, with the exception of urgent situations mentioned below, unless authority to do so has been delegated formally by resolution of the FGB.
Delegation to Chair/Vice Chair	The Chair, or in his or her absence the Vice-Chair, has authority to take urgent action between meetings only where a delay in dealing with the matter would be seriously detrimental to the interests of the school, a student, his/her parents, or a member of staff and a meeting could not be called in sufficient time to deal with the matter.

	Any use of such delegated powers must be reported back to the FGB at its next meeting.
Delegation for Appointments and Dismissals	Delegation for Appointments and Dismissals are set out in the Scheme of Delegation.
Procedural Matters	The NAT Clerk should ensure that the meeting rules are applied.
Minutes	Minutes of the meetings of the FGB should be signed by the Chair at the next meeting to verify that they are a true record. Approved draft minutes, and subsequently the signed minutes, agenda and any reports considered at the meeting shall be made available to persons wishing to inspect them.
Confidentiality	Those matters which the FGB determines shall remain confidential will be minuted separately and such minutes/reports will not be made publicly available.
Review Dates	Reviewed annually.

Delegation of Responsibilities to individual governors

Trustees with Safeguarding, and Health & Safety roles are expected to:

- To liaise with the appropriate member(s) of staff.
- To visit the school with the purpose of gathering information concerning their area of responsibility and to increase their knowledge of the School.
- To regularly report to the LGB on developments and progress within their school link.
- To provide feedback using the Visits template and reporting framework/timetable agreed.
- To raise the profile of the area of responsibility when related matters are considered by the LGB.
- To attend training as appropriate.

Authorised by	The Board of Trustees
Date	11 th July 2018
Effective Date of the Document	11 th July 2018
Effective Date for Review	July 2019