Terms of Reference for Trust Board 2026-2027

Purpose

The Trust Board is the accountable body for Passmores Co-operative Learning Community. It has collective accountability and strategic responsibility for the Trust, ensuring that the Trust delivers high-quality education for pupils while maintaining effective governance, financial management, risk management and compliance with its statutory, contractual and regulatory duties.

The Board provides strategic leadership, accountability and assurance, and strategic engagement across all academies within the Trust. It may delegate functions to committees, local governing bodies and executive leaders through the Scheme of Delegation, but it retains overall accountability for the Trust.

Key Responsibilities

The Trust Board will:

- Set, approve and monitor the Trust's vision, values, strategic priorities and long-term direction.
- Ensure the Trust delivers a high-quality education across all academies and improves outcomes for pupils.
- Hold the Chief Executive Officer and executive leadership to account for educational performance, financial performance, operational delivery and compliance.
- Approve and monitor the Trust's strategic plan, school improvement priorities and key performance indicators.
- Ensure the Trust meets its statutory responsibilities for safeguarding, SEND, pupil welfare, equality, health and safety, estates and employment matters.
- Maintain effective oversight of the Trust's financial health, including approval of the annual budget, three-year financial plan, annual accounts and going concern assessment.
- Ensure public funds are used properly, efficiently and for the benefit of pupils, and that the Trust complies with the Academy Trust Handbook, funding agreement and financial regulations.
- Approve and monitor the Trust's risk management framework, risk register, internal control arrangements and business continuity planning.
- Approve the Scheme of Delegation and ensure that the responsibilities of the Board, committees, local governing bodies and executive leaders are clearly defined.
- Establish committees and local governance arrangements as required, approve their terms of reference and receive reports from them.
- Ensure that the Trust has appropriate policies, systems and controls in place, and approve policies reserved to the Trust Board.
- Appoint, performance manage and, where necessary, dismiss the Chief Executive Officer, in accordance with the Articles, employment law and Trust policies.
- Approve senior executive pay arrangements and ensure that pay and benefits are transparent, proportionate and justifiable.
- Oversee stakeholder engagement, including relationships with pupils, parents, staff, local communities, partners, regulators and the Department for Education.
- Ensure that the Trust fulfils its responsibilities as a charitable company limited by guarantee and acts in accordance with its Articles of Association and charitable objects.
- Monitor governance effectiveness, including trustee skills, training, succession planning, conflicts of interest and annual review of governance arrangements.

Membership

- The Trust Board shall consist of trustees appointed or elected in accordance with the Trust's Articles of Association.
- The Members appoint trustees in line with the Articles and retain the powers reserved to them under the Articles and company law.
- The Chair and Vice Chair of Trustees will be appointed in accordance with the Articles and the Trust's agreed governance procedures.
- The Chief Executive Officer / Accounting Officer shall attend Trust Board meetings in an advisory capacity unless they are also appointed as a trustee under the Articles.
- The Chief Financial Officer, Director of Education, Headteachers/Principals and other senior leaders may be invited to attend meetings as required.
- The Clerk to the Trust Board will act as Clerk to the Board.

Quorum

- The quorum for meetings of the Trust Board shall be as set out in the Trust's Articles of Association.
- Where the Articles do not specify a higher requirement for a particular decision, the minimum quorum shall be three trustees or one third of the total number of trustees holding office, whichever is greater.
- Business can only be conducted when the meeting is quorate.
- Trustees must withdraw from any discussion or decision where they have a conflict of interest, in accordance with the Articles and the Trust's conflicts of interest policy.

Meetings

- The Trust Board will meet at least once per term and normally five times per academic year. Additional meetings may be scheduled as necessary.
- An annual schedule of meetings and key business will be agreed by the Trust Board.
- Agendas and papers will normally be distributed at least seven days before meetings.
- Minutes will be recorded by the Clerk and approved by the Trust Board at the following meeting.
- The Board may meet virtually or in person, provided that arrangements comply with the Articles and enable effective participation and decision making.
- Part one minutes will be available as appropriate. Confidential matters will be recorded separately as part two minutes.

Decision Making and Delegation

- The Trust Board has ultimate responsibility for the governance and performance of the Trust and retains all powers not delegated elsewhere.
- The Trust Board may delegate functions to committees, local governing bodies, the Chief Executive Officer, executive leaders and academy leaders through the Scheme of Delegation.
- Delegation does not remove the Trust Board's overall accountability for the Trust.
- Decisions reserved to the Trust Board will be set out in the Scheme of Delegation, Financial Scheme of Delegation, Articles of Association and relevant Trust policies.
- Committees and local governing bodies will operate within their approved terms of reference and will report to the Trust Board as required.
- The Trust Board may establish working groups or panels for specific purposes, but any delegated authority must be clearly agreed and recorded.

Reserved Matters

The following matters are normally reserved to the Trust Board unless otherwise required by the Articles, the funding agreement or statutory guidance:

- Approval of the Trust's strategic plan, annual priorities and key performance indicators.
- Approval of the annual budget, three-year financial plan, annual report and accounts.
- Approval of the Scheme of Delegation, committee terms of reference and local governance arrangements.

- Approval of significant policies reserved to the Trust Board.
- Approval of material changes to the Trust's structure, including growth, transfers, mergers or closures, subject to Member and DfE approval where required.
- Approval of major capital projects, land and building matters, leases, disposals and borrowing where Trust Board approval is required.
- Appointment and appraisal of the Chief Executive Officer.
- Approval of senior executive pay arrangements and pay policy recommendations where reserved to the Board.
- Approval of the Trust's risk appetite, risk management framework and business continuity approach.
- Approval of external audit arrangements and receipt of the annual audit findings and accounts.

Reporting and Assurance

- The Trust Board will receive reports from the Chief Executive Officer, Chief Financial Officer, Standards Committee, Finance, Audit & Risk Committee, and any other committee or local governance body as required.
- The Board will use reports, data, external reviews, internal scrutiny, audit findings, and school improvement information to seek assurance and challenge leaders.
- The Board will ensure that significant risks, compliance issues, financial variances, safeguarding matters, and school improvement concerns are escalated promptly.
- The Board will report to Members as required and will ensure that Members receive the information necessary to fulfil their oversight role.

Review

- These Terms of Reference will be reviewed annually by the Trust Board.
- The Trust Board will review these Terms of Reference alongside the Articles of Association, Scheme of Delegation, committee terms of reference and relevant DfE guidance.
- Any amendments will be approved by the Trust Board and recorded in the minutes.

These Terms of Reference were reviewed and approved by the Trust Board on the 13th July 2026 and will be reviewed annually.