VENN

Terms of Reference - Board of Trustees

The Board of Trustees ("the Board") of Venn Academy Trust ("the Trust") is responsible for the governance of all the academies within the Trust. It is responsible for all decisions relating to how each academy is run and holds the ultimate accountability for the effectiveness of the Trust's academies.

The Board may delegate specific functions to its committees, the CEO, executive leaders, regional directors acting as Hub Leads, principals and, where formally constituted, local governing bodies or interim executive boards. All delegations must be expressly recorded in the Scheme of Delegation or in separate Board-approved terms of reference. The Board remains ultimately accountable and may vary or withdraw any delegation.

The local tier for governance comprises hub forums for Venn's founding schools and, where expressly approved by the Board, retained local governing bodies for schools joining the Trust. Hub forums provide stakeholder engagement, community context and feedback but do not hold delegated governance authority, financial decision-making powers or policy approval duties.

Although the Board may delegate its functions, it remains fully accountable for them and has a duty to intervene as and when necessary, including removing all or any of the delegated functions (including those relating to staffing and budget) from a Local Governing Body if it deems that it would be in the best interests of learners and staff.

If there is any discrepancy between these Terms of Reference and the Trust's Articles or its Scheme of Delegation, the Articles and Scheme of Delegation shall take precedence over these Terms of Reference in that order.

Scope of the Board's duties and responsibilities

1. **In respect of governance:**
   a) the development and promotion of the Trust's overall vision, core beliefs and values;
   b) creation of governance policies and procedures; and
   c) determining the level of delegation to each Committee, Headteacher, or Local Governing Body and setting Terms of Reference.

2. **In respect of strategic management:**
   a) Acting as the admissions authority for all Trust academies, determine the admissions arrangements for all academies and review annually;
   b) appointment of the CEO; and oversight of the CEO's appointment of regional directors, principals or equivalent leaders for individual schools, supported by a trustee or chair of governors where applicable to the setting;
   c) appointing Directors in accordance with the Articles;
   d) approval of statutory HR / Employment policies and procedures;

e) strategic oversight of school improvement, including reviewing outcomes across individual schools and agreeing end-of-key-stage targets. Executive leaders and, where expressly delegated, Hub Leads or formally constituted local governing bodies approve and monitor school development plans;
f) approval of the Trust's consolidated annual budget;
g) approval of salary scales, staff pay, contractual changes and other employment terms and conditions;
h) appointment of Chair and Vice Chair of the Board each school year;
i) appointment of Chair and Vice Chair of Local Governing Bodies each school year.

3. In relation to financial and risk management and reporting requirements:

a) approval of the School Support Charge from the Trust to the academies;
b) procurement of goods, works or services which exceeds the EU procurement thresholds;
c) ensuring that management identifies the principal risks of the Trust's business and implements appropriate systems to manage those risks;
d) to authorise the opening of a bank account;
e) ensuring compliance with financial management and reporting requirements;
f) approval of Trust year end consolidated statutory accounts.

The Board retains overall accountability for financial management, risk and assurance. Detailed scrutiny and specified functions are delegated to the Audit and Risk Committee and the Finance and Resources Committee in accordance with their Board-approved terms of reference and the responsibility matrix.

4. In respect of education and curriculum:

a) development of the Trust's overall educational model;
b) curriculum and assessment provision and support in core subject areas and specialisms;
c) support for school improvement and development plan implementation;
d) monitoring of the academies' performance against attainment targets;
e) ensuring that effective safeguarding procedures are in place across the Trust;
f) provide effective challenge on educational performance and progress to ensure the best possible outcomes for all children.

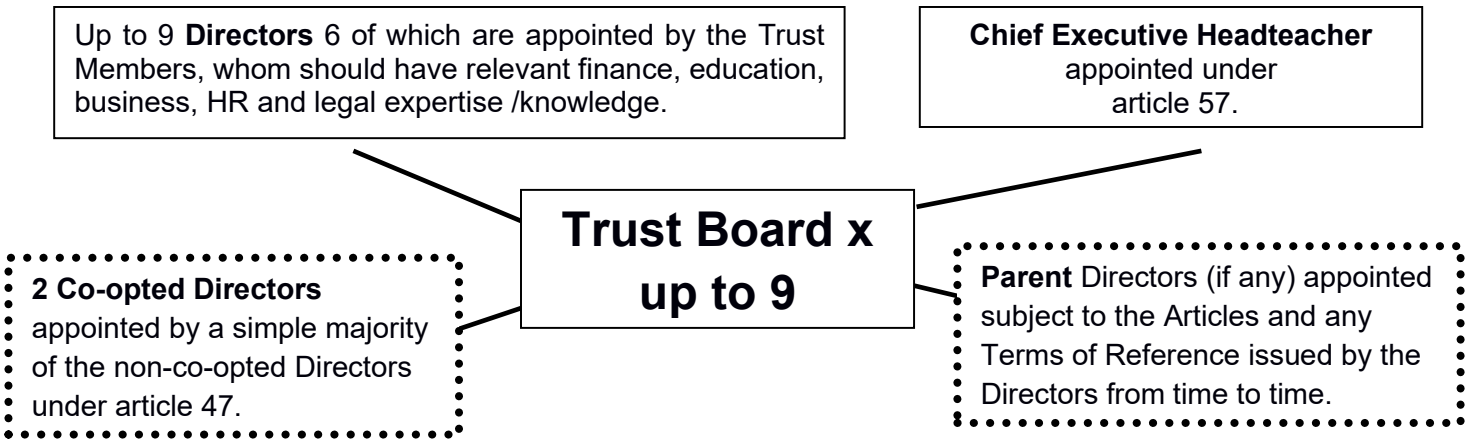
5. Other:

a) providing orientation and training for its Directors and Governors;
b) annually evaluate the performance of individual directors and the Board as a whole;
c) review the performance of the governance professional;
d) ensuring compliance with charity, education and company law;
e) approval of the provision of educational programmes, extended school funding and leadership training;
f) coordination of the sharing of curriculum and other best practice across the Trust;
g) provision of administrative, advisory and support services, as required.

All Trust Directors have a duty to act honestly and in good faith, with a view to promoting the best interests of the Trust and to observe the duties set out in the Trust's Directors' Code of Conduct.

Constitution and Membership

1. The Board shall be made up as follows:



2. There must be a minimum of three Directors at any time. All Directors must be aged 18 or over.
3. No more than one third of the Directors may be employees of the Trust at any time.
4. The Secretary of State has intervention powers which, in certain circumstances, may be used to appoint additional Directors; to suspend the Trust's power of appointment; and to cause serving Directors to resign.

The constitution and membership of the Board shall be determined in accordance with the current Articles of Association. Any description of appointed, co-opted, parent or ex officio trustees must reproduce the current Articles accurately.

Frequency of Meetings

1. The Board will meet a minimum of four times per annum, twice in the autumn term and once in the spring and summer respectively. Extraordinary meetings may be called at short notice if there are urgent issues that need board discussion and/or decision.
2. The Trust will appoint a governance professional to the Board.

Reporting Procedures

The governance professional shall circulate the agenda and associated meeting papers at least seven working days before each Board meeting. Draft minutes shall be prepared and circulated after the meeting in accordance with the Trust's agreed governance procedures.

Membership: Up to 9 **Quorum: 3**

In attendance (agreed in advance by the Chair): Trust Chief Financial Officer, Chief Operating Officer and Director of School Improvement. Any other adviser or employee linked to an agenda item.