

Terms of Reference for the Board of Trustees

Introduction

As a charity and company limited by guarantee, The Sigma Trust (the “Company”) is comprised of and governed by:

- A set of ‘Articles of Association’.
- Members who guarantee the liabilities of the Company and review the strategic direction.
- A Board of Charitable Trustees (the “Trustees”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company.
- A Finance Committee which is responsible for, maintaining an oversight of the financial, and business operations of the Trust and all its member academies. To oversee and recommend the consolidated accounts of the Trust, to scrutinise and challenge high level Trust expenditure and procurement opportunities. To monitor and authorise all use of academy reserves and medium and long-term financial planning linked to improvement planning priorities.
- An Audit and Risk Committee to maintain oversight of the Trust’s governance, risk management, internal control and value for money framework. The Committee will also scrutinise Insurance cover and claims, Health & Safety, Staffing special payments and the Trusts Estate Management Planning.
- A Standards Committee which is responsible for oversight of MAT curriculum offer, student progress and outcomes, monitoring of Improvement Planning, Attendance, Safeguarding and Ofsted readiness. The Committee has delegated authority to implement reviews and interventions based on identified needs and urgency.
- A People & Culture Committee which is responsible for overseeing all aspects of The Sigma Trust’s Human Resources function, remuneration structures and other employee and recruitment activities. The Committee will also hold oversight of the Ambition partnership - Advanced Teacher Training.
- Local Governance Committee (“LGCs”): LGCs, which will be responsible for acting within the delegated authorities outlined within the Scheme of Delegation (SoD)

Powers, functions and responsibilities of Trustees

Those who hold office in the Sigma Trust are expected to act as a corporate body, with integrity, objectivity and honesty, holding to the seven Nolan Principles of Public Life (appendix) and to act in the best interests of the Trust at all times. The Board will work within DfE guidance and to the Articles of Association and will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of Sigma;
- be accountable to its stakeholders and regulatory bodies for its activities.

Key functions of the Board of Trustees are to report to the Members on the performance and impact of the Trust; to identify strengths and opportunities; operate with financial prudence; manage risk; and to ensure that returns are made to the ESFA and Companies' House as required. The Trustees will also report progress and developments to General Meetings of the Trust to be held once a year.

Trustees will:

- ensure they understand their duties, rights and responsibilities, and that they are familiar with their function and role;
- act in the Academy Trust's interests only and without regard to their own private interests;
- manage the Academy Trust's affairs prudently;
- hold the CEO to account as well as challenging and supporting the Trust's Academies and their senior leaders to maximise the outcomes for their students, staff and local community;
- challenge and support the Trust's senior leaders to achieve best value in terms of impact, outcomes, quality and cost;
- offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, as well as challenging, asking questions, seeking information and improving proposals where appropriate, and at all times act in the best interests of the Academy Trust;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in any agreed induction process and any relevant training;
- take proper professional advice on matters on which they are not themselves competent.

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees. The Trustees have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision and values for the Academy Trust;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;
- designing strategy and structure for the operation of the Academy Trust;
- the delegation of the running of the Academies;
- ensuring sound management and administration of the Academy Trust;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academy Trust Handbook, which sets out in detail provisions for the financial management and governance requirements of the Academy Trust;

- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

The powers, functions and responsibilities of Trustees vis-à-vis the Local Governance Committee's is set out in detail in the Scheme of Delegation.

Membership and Operation of the Board

The Trustees of the Board are appointed by the Trust Members to provide a range of skills, expertise and ability to realise the vision and values of the Sigma Trust and enhance its effective strategic leadership and management. The Chief Executive Officer shall be a Trustee for as long as they remain in office (Article 57). The term of office for any Trustee shall be four years, save that this time limit shall not apply to any post which is held *ex officio*. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected at a General Meeting (Article 64).

The Trustees may appoint Co-opted Trustees (Article 58). A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees including the Chief Executive Officer.

The Board will meet as and when required with a minimum frequency of once per term. The Clerk will ensure that a minimum notice period for the meetings will be five working days unless the issue is agreed by the Chief Executive as an emergency when a minimum of one working day will be given. Should the Chair be absent from any meeting of the Board and the Vice Chair also not be available, the Trustees present shall choose one of their number to act as Chair for the meeting. The quorum for Board meetings will be three Trustees.

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE. The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the CEO and any Trust Central Team. Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to them by the Board.

A Trustee shall cease to hold office if they resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect). A Trustee shall cease to hold office if they are removed by the person or persons who appointed or elected them, or

otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006 (Articles 65 & 66). A Trustee may be disqualified if the conditions in Articles 68-80 apply.

Trust Senior Officers may be invited to attend Board Meetings but will not have voting rights. Officers of the Sigma Trust may be invited to attend for key items in order to support the effective working of the Board but will not have voting rights. From time to time, the Board may deem there is a need for confidential reports to the Board. The Chair of the Board may decide on these occasions that either only Trustees should remain together with the officers required for discussion on the report, or will call a separate meeting.

Annual Trust Board Operations

Over the course of an academic year the Trust Board shall:

- Set the Strategic Direction:
 - propose a Vision Statement for the Trust to the Members for approval;
 - approve and review the Trust and individual academy annual and three-year strategic plans;
 - commission working groups or sub committees for specific time limited tasks as required;
 - maintain a Risk Register for the Trust and all Academies within it.
- Ensure high standards of achievement and performance of the pupils and staff
 - receive reports from all the working groups and committees within the Trust in order to regularly review progress, outcomes and impact of all of the Trust's strategic plans;
 - challenge and support the Trust's Academies and their senior leaders to maximise the outcomes for their pupils and staff;
 - challenge and support the Trust's senior leaders to achieve best value in terms of impact, outcomes, quality and cost;
 - ensure that the effectiveness and impact of the CEO and any central Trust Team is evaluated;
 - commission specific reports from any or all of the Academies on any topic the Board may request.
- Ensure strong and effective governance:
 - ensure compliance with the Trust's Articles, duties under company and charity law and funding agreements made with the Department for Education;
 - take timely action to make decisions for which there is a legal requirement for Board approval;

- approve and review the terms of reference of the Board of Trustees and all other groups and committees within the Trust to confirm that they are the best fit to deliver the Trust's vision;
 - approve and review the Trust's scheme of delegation to boards, committees and headteachers;
 - approve and review the Trust's complete policy framework;
 - maintain a skills audit for Board Trustees to identify any skills gaps, development and recruitment needs;
 - approve and review the induction and CPD training programme for Trustees;
 - keep a register of business interests of Trustees and ensure that LGCs maintain registers of interest of governors;
 - ensure that the Trustees evaluate their own effectiveness & impact;
 - ensure that the effectiveness & impact of the Chair of the Board is evaluated.
- Ensure sound financial practice:
 - consider and agree proposals from the Finance Committee for the Trust and all the Academies' annual budgets and review progress against those budgets at appropriate meetings through the year;
 - consider and agree proposals from the Finance Committee on the scheme of financial delegation to officers in the Trust and each Academy;
 - receive the annual report from the Trust's auditors and the Finance Committee's report on it and respond positively to implement action to any recommendations.

Appendix

The Seven Principles of Public Life (Originally published by the Nolan Committee):

1. **Selflessness** - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
2. **Integrity** - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
3. **Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. **Accountability** - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. **Openness** - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **Honesty** - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership** - Holders of public office should promote and support these principles by leadership and example