

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 govern!

- Is committed to collaborative partnership working based on integrity, trust and open and honest communication.
- Will delegate to its academies a wide range of rights, responsibilities, authority and powers alongside a framework within which LGCs and Trustees will interact and work with each other.
- Will provide the training, support and opportunities that will make it the employer of choice.
- Will carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery, so as to ensure first class provision for its students and become an exciting and innovative Trust where staff are excited to work.
- Will seek to work in partnership with other MATs, the Local Authority, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities in order to provide educational facilities and services to students of all ages and the wider community for the public benefit.
- Wishes to ensure that it secures at least "Good" for all academies within the group with the overall goal of ensuring outstanding provision in all of its academies. The aspiration for growth is to develop the Trust's primary phase and become the MAT of choice for standalone academies in the area.
- Will ensure there is rapid improvement amongst all its member academies and will have a sharp focus on ensuring no students are left behind. Where necessary, it will not hesitate to intervene to implement change and drive through accelerated progress.

In summary, the core values of the Sigma Trust include:

- Valuing people
- Building Trust
- Commitment to open & honest communication
- Accountability
- Transparency
- Partnership
- Equality and diversity

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 ES

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 him by the Board.

A Trustee shall cease to hold office if he resigns his 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 he is removed by the person or persons who appointed or elected him, 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.

The Headteachers of partner academies may be invited to attend Board Meetings but will not have voting rights. As the Trust grows, it may become necessary to operate representational arrangements. 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 e0 G159.32 4()10(a)-3(ny)6(WnBTFTES6(im)i)4(000008871 0 59.32 841.2 reWnBTFT2

- 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.

