



The Children First Learning Partnership Terms of Reference for the Directors Board

Responsibilities of Directors Board

The Directors are responsible to the Secretary of State for Education and to the community of schools they serve for the quality of education received by all pupils of the Academies and for the expenditure of public money and as such the corporate management of the actions of the company is vested in the 'Directors' of the Children First Learning Partnership, they are company directors registered with Companies House. The Directors are responsible for the actions of the Children First Learning Partnership Multi Academy Trust and the Academies.

Directors are bound by both charity and company law, the terms 'trustees' and 'Directors' are often used interchangeably. We use the term Director. The Director Board is permitted to exercise all the powers of the Children First Learning Partnership. The Director Board will delegate to the chief executive responsibility for the day to day operations of the Children First Learning Partnership. The Directors can determine whether to delegate any governance functions and will do so via the regular review of its scheme of delegation. These terms of reference will also be reviewed on a regular basis.

The Directors are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Children First Learning Partnership Multi Academy Trust.

They are required to :

- follow the seven principles of Public Life set out by the Committee on Standards in Public Life
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of Children First Learning Partnership
- not misuse information gained in the course of their Directorship 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 the induction process and any relevant training
- Take proper professional independent advice on matters which they themselves are not competent as a board
- Not delegate responsibility which is the responsibility of the Director Board
- Act together as a collective

Comply with:

- the Articles of Association
- The DfE Governance Handbook and requirements of the Academies Financial Handbook

- these terms of reference
- the scheme of delegation
- the Trust's Code of Conduct
- the conflicts of interest policy and any protocols therein

The Governance Handbook states academy Directors must comply also with the following duties under charity law:

- Ensure the charity is carrying out its purposes for the public benefit
- Act in the charity's best interests
- Manage the charity's resources responsibly
- Act with reasonable care and skill
- Ensure the charity is accountable

The Directors must apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They should follow the Governance Handbook, which describes the following features of effective governance:

- strategic leadership that sets and champions vision, ethos and strategy
- accountability that drives up educational standards and financial performance
- people with the right skills, experience, qualities and capacity
- structures that reinforce clearly defined roles and responsibilities
- compliance with statutory and contractual requirements
- evaluation of governance to monitor and improve its quality and impact.

Directors have statutory duties. They must comply with the trust's charitable objects, with company and charity law, and with their contractual obligations under the funding agreement.

Company directors' duties are described in sections 170 to 181 of the Companies Act 2006, but in summary are to:

- act within their powers
- promote the success of the company
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare interest in proposed transactions or arrangements.

The Directors must ensure regularity and propriety in use of the trust's funds, and achieve economy, efficiency and effectiveness – the three elements of value for money. The Directors must also take ownership of the trust's financial sustainability and its ability to operate as a going concern.

At October 1st 2020 the Directors are:

Chair Mrs N. Chell, Vice Chair Mrs S. Haydon, Mr W. Holt, Mr W. Richings, Mr T. Bainbridge, Mrs S. Tudor, Mrs B. Mounsey and Mrs A. Rourke.

The role of the Directors Board:

The Directors are the charity Directors (within the terms of section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Children First Learning Partnership in accordance with the provisions set out in the Memorandum and Articles of Association. The board of Directors is the accountable body for the performance of all schools within the Children First Learning Partnership and as such must:

1. Ensure clarity of vision, ethos and strategic direction
2. Hold the CEO to account for the educational performance of the schools and their pupils, and the performance management of staff
3. Oversee and ensure effective financial performance, ensuring the Trust's financial ability to operate as a going concern
4. Make sure money is well spent

Main duties and responsibilities

- To ensure that the activities of the Trust fulfil the objectives as described in the Articles of Association and to make decisions which support the Objects namely to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum
- To ensure compliance with the Trust's duties under company and charity law
- To ensure the academies are compliant with all statutory obligations (eg curriculum, SEND, safeguarding,)
- To safeguard the assets of the Trust recognising that the Children First Learning Partnership is the recipient of public money.
- To ensure the solvency of the trust and to abide by the agreements made with the DfE and Educational and Skills Funding Agency (ESFA) including the Master Funding agreement and the Supplemental Funding Agreement and as defined in the current issue of the Academies Financial Handbook
- To determine the overall strategic direction and development of the Trust through good governance and clear strategic planning
- To approve the Trust's strategic plan
- To challenge and support the Trust's CEO, senior staff and academy leaders to achieve the outcomes of the strategic plan

- To ensure its approach to executive pay is transparent, proportionate and justifiable
- To oversee the performance of the Trust and its academies and direct change where performance falls short of expectation
- To establish, monitor and evaluate Trust wide policies (unless otherwise delegated to individual academies)
- To ensure that risks are mitigated where possible and otherwise effectively managed and to establish and oversee appropriate processes for the identification and management of financial and other risks within the academies within the Trust and in respect of the Trust itself more widely
- To review the Director Board terms of reference on a regular basis and to recommend any changes to the Board of Members
- Establish Trust wide policy as a single employer
- To approve the terms of reference of the Local Advisory Boards and keep these under review
- To, approve the Trust's annual budget and monitor progress through the receipt of regular reports including monthly to the Chair and 6 times per year to Directors) and to commission auditors
- To ensure that budget forecasts, for the current year and beyond, are compiled accurately, based on realistic assumptions including any provision being made to sustain capital assets
- To ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure
- To approve the annual budget for each academy and monitor expenditure against the budgets
- To approve the annual and other statutory reports to Members and the ESFA
- To agree and review from time to time the scheme of delegation to the academies
- To approve the annual report and accounts prior to submission to Companies House
- To review the effectiveness and skill set of the Board and recommend appropriate changes to the Board of Members to ensure it has the capacity, skills and succession plans to have a positive impact on outcomes for our pupils
- To ensure that the Trust contributes to developing collaborative relationships beyond the Trust
- To promote collaboration within the trust and identify and support the development of strategic partnerships
- To scrutinise education performance data and to have regard to the current Ofsted Inspection Framework
- To ensure that systems are in place to ensure that senior leaders within the academies are challenged to improve educational outcomes for all pupils irrespective of their starting points
- To hold in trust the values of the Trust
- To act as a sounding board, to offer constructive advice, challenge, question and improve proposals where appropriate acting at all times in the best interests of Children First Learning Partnership
- To appoint an audit and risk committee which must direct the trust's programme of internal scrutiny, ensure that risks are being addressed appropriately through internal scrutiny, report to the Director Board on the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks
- Manage risks, including contingency and business continuity planning and maintain a risk register, the Director Board is to retain oversight of risk and review the risk register at least annually

- The Director Board must appoint an audit and risk committee to advise the Board on the adequacy of the trust's internal control framework, including financial and non-financial controls and risk management arrangements, to direct a programme of internal scrutiny, ensure risks are being addressed appropriately, to report on the adequacy of the trust's internal control framework, including financial and non-financial controls, and to consider the results and quality of external and internal audit
- The Director Board will appoint a finance committee to which the Board delegates financial scrutiny and oversight, and which can support the board in maintaining the trust as a going concern
- The Director Board must appoint a clerk to support the efficient functioning of the Board by providing guidance to ensure the Board works in compliance with the appropriate legal and regulatory framework, understands the potential consequences of non-compliance, advise on procedural matters relating to the operation of the Board and undertake administrative and organisational support

Conflicts of Interest

The Companies Act 2006 imposes a statutory duty on the Directors to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to: a) declare the nature and extent of any interest in any matter relating to the Academy Trust; and b) avoid any conflict of interest between that interest and the interests of the Academy Trust. In addition;

- The income and property of the academy must be applied solely towards the provision of the Objects as detailed in the Articles of Association.
- The procedure detailed at clause 6.8 of the Articles of Association shall apply to the Director Board
- Any Director who has any duty or personal/business interest (including but not limited to any related party transaction) which conflicts or may conflict with their duties as a Director shall disclose that fact to the Board as soon as they become aware of it. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the academy and any duty or personal interest (including but not limited to any Personal Financial Interest). Annex Directors must ensure all transactions with related parties are reported to the ESFA in advance of the transaction taking place using an online form where they exceed the pre-set limits.

Appointment of Chair

- The Chair of the Director Board shall be appointed by the Board, a decision which is then ratified by Members of the Children First Learning Partnership. A change in Chair will require notification to be made to the DfE, including the completion of a Disclosure and Barring Service (DBS). The main role of the Chair is to chair meetings of the Director Board. They also provide leadership to the Directors and act as the main point of contact between the Directors and the Executive Leadership Team. Apart from any special responsibilities or powers given to the Chair in the Articles of Association, the Chair has no special powers or rights over any other Director.
- If both the Chair and the Vice-Chair are absent from any meeting of the Director Board those Directors present shall appoint one of their number to chair the meeting- as long as the meeting remains quorate.

Meetings of the Director Board

- The Director Board shall meet twice in every term, and shall hold such other meetings as may be necessary.
- All meetings shall be convened by the Clerk to the Director Board who shall send to the Directors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. The agenda shall be prepared by the [CEO](#) with input from the CFO and Chair.
- An extraordinary meeting of the Director Board shall be convened by the clerk whenever requested by the Chair or when requested in writing to the clerk by three Directors. Such meetings require 7 days notice.
- Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.
- The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
- Copies of all notices, agendas, CEO/CFO reports and minutes of meetings of the Directors Board shall be made available to the Directors with seven days' notice of the meeting.
- Minutes of the meeting are to be returned to the CEO/CFO within seven days of the meeting for approval/amendment, copy is then to be sent to the Chair for approval/comment and final copy made available to the Director Board within 14 days.

Quorum

- Meetings of the Directors Board shall be quorate if 5 members are present.
- If the number of Directors Board members assembled for a meeting of the Director Board does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Director Board the number of committee members present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

Proceedings of meetings

- Every question to be decided at a meeting of the Director Board shall be determined by a majority of the votes of the director board members present and by voting on the question.
- Every Director Board member shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- A Director Board member may not vote by proxy.
- No resolution of the Director Board members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- Any Director Board member who is also an employee of the Trust shall withdraw from that part of any meeting of the Director Board member at which remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

- A resolution in writing, signed by all the Director Board members (or all of the members of a committee of the director board members), shall be valid and effective as if it had been passed at a meeting of the Director Board. Such a resolution may consist of several documents in the same form, each signed by one or more of the Director board members (or the members of a committee, as the case may be).
- Any Director shall be able to participate in meetings of the Director Board by telephone or video conference provided that he/she has given reasonable notice to the Clerk and that the Director Board members have access to the appropriate equipment.

Minutes and Publication

- At every meeting of the Director Board the minutes of the last meeting shall be taken as the first agenda item after any apologies and declarations of interest, except in cases where the Directors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.
- The Clerk to the Director Board shall ensure that a copy of the agenda for every meeting of the Director Board, the draft minutes of every such meeting (if they have been approved by the chairperson of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, made available to the Director Board two weeks after the meeting.

Governance Structure

The Director Board has the right to review and adapt its governance structure at any time which includes disbanding the Local Advisory Board from academies if:

1. A significant change in leadership or vacancy
2. A rapid and unexpected decline in any national performance data or internal predictions
3. A significant safeguarding issues that cannot be dealt with locally
4. Evidence of serious financial weaknesses or mismanagement
5. A dramatic change (downward) in Ofsted category
6. A unanimous request from the local advisory board
7. Serious and significant complaints from stakeholders or outside bodies that cannot be or have not been satisfactorily resolved locally
8. A reputational risk to the local academy and Trust
9. A local operational decision of risk or significance that would have a bearing on the Trust as a whole

They will be replaced by an interim advisory board (IAB) until targets have been met.

Directors will attend LAB in line with the agreed terms of reference.

Training and Development

The Directors shall ensure that the Directors Board has the skills and experience needed to perform and discharge its functions and powers effectively. Directors will take a personal responsibility for ensuring that they keep up to date with regard to the development of the Trust, changes to the regulatory framework and keep under review any skills and knowledge gaps and make necessary arrangements to undertake training and development activity. Evaluation will take place regularly.

Recruitment of Directors

It is essential that the Director Board has a proper mix of skills, experience and capacity. The Directors must therefore be able to identify potential new Directors in order to properly plan for succession. The Directors Board as a whole is therefore responsible for ensuring that

- The skills of any new Director fits with the requirements of the Trust in the short, medium and longer terms
- That each new Director is not disqualified from acting as a Director by any provision of the Articles of Association including the requirement that he/she is not disqualified as a charity trustee or company director
- There is a system in place for ensuring that all relevant checks including an enhanced DBS (signed when appropriate by the Secretary of State eg in the case of a new chair) are completed as soon as practical
- Any new Director understands the responsibility that they are taking on with regard to the Children First Learning Partnership.
- The clerk will ensure that the appointment of any new Director is notified to the ESFA within 14 days of appointment as required under the Academies Financial Handbook.

Date

Date of Review

Annex 1

What are the limits for reporting? Trusts **must** obtain prior approval from the ESFA for contracts for the supply of goods or services to the trust by a related party where:

Vdension 09/10/20

- the contract exceeds £20,000.
- a contract of any value that would take the total value of contracts with the related party beyond £20,000.
- a contract of any value if there have been contracts exceeding £20,000 individually or cumulatively with the related party in the same financial year ending 31 August.