



**TERMS OF REFERENCE
FOR
THE BOARD OF DIRECTORS OF THE GRYPHON TRUST**

Composition of the Board:

1. Directors are to be elected for a term of up to 4 years by the Members of the Multi-Academy Trust Board. There should be no more than 9 and no fewer than 4 Directors, of whom one should be the Chair of every Academy.
2. The total number of Directors including the Chief Executive Officer, if they so choose to act as Director under Article 57, who are employees of the Academy Trust shall not exceed one third of the total number of Directors.
3. The Board would elect its own Chairman, Vice-Chairman and Clerk at the first meeting of each year.
4. A quorum would be represented by the presence of a majority of Directors.
5. The Board will have the authority to co-opt others on to the Board for specific purposes. Co-opted members would not have the right to vote.

Purpose

This Board of Directors is responsible for overseeing the activities of the Trust delegated to it by the Members. The Board's activities are determined by the powers; duties and responsibilities delegated to it or conferred on it by the Members in particular the terms of any Funding Agreements that are in place, the Academies Financial Handbook, the Treasury publications "Guidance on Codes of Practice for Board Members of Public Bodies" and the Multi-Academy Trust Articles of Association.

Terms of Reference

1. The Directors shall hold at least six meetings in every school year. Meetings of the Directors shall be convened by the Clerk.
2. The Directors will appoint a Headteacher to each Academy following consultation with the said Local Governing Bodies. The Directors will delegate formally to the Headteacher of every Academy responsibility for the internal organisation, management and control of the Academy, the implementation of all policies and for the direction of teaching, the curriculum, staffing and finance of the Academy. The Directors formally delegates such powers and functions to the Headteacher as they consider appropriate.
3. Directors may delegate such powers and functions as they consider are required.
4. Directors delegate responsibility to the Local Academy Governing Bodies who will carry out work on their behalf.
5. The Directors will review the annual accounts for the Trust prior to approval by the Members.

Approved by _____
Chairman of the Board of Directors

Adopted:

To review: Annually

Date of next review: December 2019