

# THE GRYPHON TRUST – Getting into Shape



## Appendix C

### TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

#### Prime Responsibilities

Subject to the provisions of the Companies Act, the Articles and any directions given by special resolution of the Members, the Board of Directors (the Board) has been established to manage the business of the Academy Trust and may exercise all the powers of the Trust.

The Board shall also ensure that the Academy Trust complies with 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 Charities Act.

#### Focus

The Board should:

1. ensure clarity of vision, ethos and strategic direction;
2. hold executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff;
3. oversee the financial performance of the organisation, making sure its money is well spent.

#### Detailed Terms of Reference

1. The Board shall conduct itself in accordance with its Constitution and shall hold at least six board meetings in every Academy Financial Year.
2. In addition to the matters set out herein, the Directors shall carry out the general and other duties proscribed by the Companies Act 2006.
3. The Directors shall apply the highest standard of conduct and ensure robust governance through:
  - **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
4. The Directors can make rules or bye laws for the proper conduct and management of the Academy Trust (Article 137) and shall determine the constitution of the Members and the proceedings for all meetings of the Members.
5. The Directors shall call an Annual General Meeting of the Members each Academy Financial Year and General Meetings of the Members as required.
6. The Board shall draw up and keep minutes of all proceedings of Board, Annual General Meetings and General Meetings and copies of all resolutions of Members.

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7. The Board shall:
  - expend the funds of the Trust in such manner as it shall consider beneficial for the achievement of the Objects of the Academy Trust;
  - invest in the name of the Academy Trust such part of the funds as they may see fit;
  - direct the sale or transposition of any such investments and to expend any proceeds of any such sale in the furtherance of the Objects;
  - enter into contracts on behalf of the Academy Trust;;
  - operate a bank account in the name of the Academy Trust (all cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the Directors);
  - carry out any other act which furthers the interests of the Objects of the Academy Trust.
8. The Board shall appoint a committee, to be known as the Local Governing Body [LGB], for each Academy within the Trust. Until such time as a suitable LGB can be established, the Board may instruct an existing LGB to act for more than one academy. The Board shall ensure that any LGB includes at least 2 Parent Local Governors.
9. The Board shall establish any other committee it deems necessary.
10. Subject to the Articles, the Board shall determine the constitution, membership and proceedings of all committees and shall review their respective terms of reference at least every 12 months. The majority of members of any committee (excluding an LGB) must be Directors.
11. The Board shall appoint a Chief Executive Officer
12. The Board shall appoint a Headteacher to each Academy following consultation with the respective LGB.
13. The Board shall from time to time appoint all other staff required following consultation with the respective LGB or LGBs where appropriate.
14. The Board shall formally delegate such other powers and functions as they consider appropriate to the CEO, each LGB or other committee, the Executive Team or a Headteacher.
15. The Board shall prepare, review and approve the Annual Return and Company Accounts of the Academy Trust together with the Annual Report.

Approved by:

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Chairman of the Board of Directors

Date Previous Version Adopted	
Status	<b>Draft</b>
Date Adopted	
Next Review	