



The Edith Stein Catholic Academy Trust – Board of Directors

Terms of Reference 2022/2023

The Directors will at all times act in accordance with the mission of the Trust placing the gospel values of Christ in the Catholic tradition at the centre of all that it does.

At the point of conversion, the Directors of the Academy Trust Company (ATC), now known as the Edith Stein Catholic Academy Trust (ESCAT), did determine to also act as the Local Governing Body (LGB) of Oaklands Catholic Secondary School and Sixth Form College. As of 1st April 2021, Corpus Christi Catholic Primary School converted to an academy school and joined the ESCAT. This resulted in the formation of a separate Board of Directors in accordance with Articles of Association signed on 10th January 2020.

This document is not meant to supersede the Articles of Association and should be read in conjunction with the Trust's Scheme of Delegation.

1. Membership:

The Board of Directors (also known as Trustees) of the Edith Stein Catholic Academy Trust consists of 8 Directors of which there are currently:

- a. 6 Foundation Directors
- b. 2 Community Directors

- All Directors will be appointed for a 4-year term of office by the Bishop.
- The number of Foundation Directors must always exceed the total number of other Directors by 2 as set out in the Articles of Association.
- The Chief Executive Officer (CEO) will act as advisor to the Board of Directors.
- The Chief Financial Officer (CFO) will act as an advisor to the Board of Directors as well as fulfilling the role of Company Secretary.
- Other persons may be co-opted on to the Board of Directors as required
- The ESCAT will ensure that it creates an environment which enables it to recruit and retain effective Directors, and which encourages the participation of all groups and sections of the community.

2. Election of Chair and Vice-Chair

- The Chair and Vice-Chairs will be elected for a one-year period of office.
- Candidates may self-nominate at any time in advance and at the Election meeting.
- The Company Secretary will take the chair for the election of the chairperson.
- Elections are conducted in the first autumn term meeting.
- Candidates will be able to make a personal statement to the meeting before the vote if they wish. Candidates are to withdraw for the vote, even if uncontested.

- Where an election is contested, voting will be by secret ballot with the candidate receiving the largest number of votes being elected.

3. Appointment of Governance Professional (Clerk)

- The Governance Professional (Clerk) is to be appointed at the first meeting of the Board of Directors during the autumn term.
- The Clerk is to have a contract of employment that includes specific provisions in relation to their work as the Governance Professional.
- The Board of Directors will arrange for the Clerk an opportunity to discuss their role with Directors on an annual basis.
- The Board of Directors will support the Clerk in their continuing professional development.

4. Selection of the Internal Verifier

- The Internal Verifier is to be appointed at the first meeting of the Board of Directors in the Autumn Term
- In accordance with the Academy Trust Handbook the Internal Verifier should be an independent and appropriately qualified person or firm of accountants to give the Trust an independent oversight of the Trust's financial affairs.

5. Meetings

- All meetings are to start and finish with a prayer
- The Board of Directors will, as far as possible, plan its business across the year to take account of the Trust's internal management cycle and the ready availability of information and reports.
- An annual diary of business will be published at the start of the year
- The Board of Directors will meet at least four times a year
- The recording and distribution of the Agenda and Minutes will take place as soon as they are complete and a copy placed on Office Teams and held by the Clerk. Confidential items are to be held on separate sheets and stored in a locked cabinet in the Clerk's office in the school. Minutes are to be made available on request.
- Directors will receive relevant information sufficiently in advance of meetings to enable sound discussion and decisions to be made. The aim will be to have all reading material circulated 7 days before each meeting. Directors will be expected to have read papers/documents before the meeting.
- Recording the acceptance of apologies implies the consent of the Board of Directors for a Director to be absent with regard to the Disqualification provisions in the AoA for non-attendance. Consent for absence may also be granted by the Board on request from Directors who know they will be unable to attend meetings for an extended period. Where the Board is not satisfied with the reason given for non-attendance this will be recorded explicitly in the minutes.
- Board of Directors meetings are to have published start and stop times, with extension beyond to be agreed before the scheduled stop time.

6. Board of Directors Organisation

The following committees and work groups are to be formed:

Audit and Risk Committee
Educational Standards Committee*

(*) The establishment of an Educational Standards Committee will be reviewed as the Trust expands.

- The Board is to elect the Chair of each Committee.
- Each Committee is to appoint a Vice-Chair at their first meeting.
- A quorum for a meeting of the Directors shall be any 3 Directors, or, where greater, any one third of the total number of Directors holding office at the date of the meeting.
- The Board is required to review its overall committee effectiveness, structure and membership annually.
- Terms of reference must be reviewed annually by each committee at their first meeting of the academic year for subsequent ratification by the Board. Note that ad hoc working parties do not require Terms of Reference.

7. Delegation

The ESCAT Board of Directors are ultimately accountable for all activities in Academies within the Trust. Subject to relevant clauses within the AoA, the Trust will delegate the responsibility for most policies to the Local Governing Body and representative sub-committees in each Academy. Where directed by the Catholic Diocese of Portsmouth, the Trust will adopt policies written by the Catholic Education Service. The Trust will work towards a commonality across academies where clauses in the CES policies can be altered.

The Directors recognise that where a new school joins the Trust there will be a reasonable period of grace to align policies.

The following Policies will be approved by Directors after consultation with LGBs.

Staff Capability CES
Staff Disciplinary CES
Staff Grievance CES
Pay Policy Support Staff *
Pay Policy Teaching Staff*
Performance Management
General Data Protection Regulations
Finance (including Bad Debt and Charges and Remissions)
Redundancy
Freedom of Information

*The trust will issue a pay and remuneration statement upon which Pay policies will be based. LGBS will approve the Pay policy and recommend it to Directors for approval.

The following Policies will be approved by Local Governing Bodies and then ratified by Directors:

Admissions Yr7-11
Admissions (Sixth Form)
Admissions EY-Yr6
Health & Safety **
Collective Acts of Worship **
Child Protection **
Safeguarding**
Complaints
Whistleblowing

**The trust will issue guidance statements

The following polices will be approved by the Local governing body and or subcommittee in each Academy. Local Governing Bodies will inform the Trust of the status of these policies:

Policy/Document Title
Headteacher's Discretionary Fund
Emergency Response Plan (including Critical Incident Recovery)
Gifts and Hospitality
Drugs Education.
Children Looked After (Children in Care)
Uniform Policy
Staff Attendance and Absence
Behaviour and anti-bullying
School Employment Equality Policy
School Equality Policy
Equality Information and Objectives
First Aid
Medical Conditions and Administration of Medicines
Curriculum including Physical Activity
Pupil Premium Statement
Assessment (Marking and Feedback)
Inclusion and Special Educational Needs
Staffing
Low level concern policy
Exams and controlled assessment

8. Rules and Regulations

The AoA sets out the Trusts rules and regulations that stipulate a company's internal affairs either explicit or implied

ESCAT will:

Activities	Notes
Set the vision and mission for the Trust with understanding of the context of Catholic schools within the Trust	This will reflect the Mission and vision of the Diocese and be concordant with school individual mission statements
Maintain effective strategic oversight of <ul style="list-style-type: none"> • Catholic Ethos • Educational standards • Finance • Statutory policy and procedure including safeguarding, child protection and Health and Safety • Building and premises • Employment contractual matters 	
Monitor academic outcomes of schools within the Trust	The CEO will report termly to the Trust Board against KPIS relevant in the educational cycle
Be accountable for admissions	The processes and procedure related to admissions will remain the responsibility of individual Academy within the Trust
Set the PAN	The LGB within each trust will be responsible for monitoring admissions and demographics to advise the Trust accordingly
Hold in trust the building and land on behalf of the Diocese	
Be the employer of staff and set staff employment related policies	Academies within the Trust will be responsible for the process of employing staff
Appoint Head and Deputy Headteachers, The Head of RE Dept and the Chaplain. CEO, CFO	The AoA make it clear that the appointment of any senior Catholic post can be delegated to LGB. (The process of appointing these personnel will fall to individual Academies.) The Trust will be part of the appointment process and ratify recommendations from Local Governing bodies
Strategic review of staff structure	The CEO will report this once a year to the trust board
Budget approval	The CFO will report this to the Trust board. The Directors shall not delegate the approval of the consolidated accounts. However, LGBS can approve expenditure and accounts related to individual academies
Establish levels of financial delegation	This will be set out within the ESCAT finance policy

Appoint auditors	The CFO will recommend the appointment of auditors to the trust
Approval of Capital works in line with the financial scheme of delegation	The CFO will report this to the Trust board, approval can be done at LGB level.
Appointment of the Internal Verifier	The Trust will appoint independent auditors to carry out the internal verification checks across the individual schools and trust accounts
Understand for complying with Trust charitable objectives/charity law/funding agreement	Directors are accountable
Understand the context of each school	The CEO will provide a termly update to the Trust board
Set and maintain the risk register.	Establish a risk register related to trust activities and ensure that LGB have an Up-to-date register reflecting academy activities
Establish an Audit and Risk Committee	Ensure that the Trust is compliant with the Articles of Association and requirements of the EFSA
Trust complaints policy	To ensure that Trust wide complaints policy are sufficient to cover a complaint against the directors activities
Whistle blowing	Ensure that Trust wide policy are sufficient to cover actions should a director need to report a concern
Directors Code of conduct	Produce a code of conduct for Directors that will include the Nolan principals

9. Value for Money Statement

The Board of Directors should ensure that the 'Best Value' principles be applied to all matters within the school where resources management and allocation are considered: These principles are:

- Compare
- Challenge
- Compete
- Consult

Compare

The use of strategic target setting, performance management and benchmarking is informed by the use of data available to the Trust.

Challenge

The Board may use advisors and information gained to set targets and to inform the best next steps, to consolidate previous developments.

Compete

The Trust will develop a list of preferred suppliers of goods and services, setting out specifications for minimum standards and health and safety issues. For works of more than £5,000 (other than emergency repairs) the Trust requires academy schools to seek quotations from preferred suppliers or those recommended by the Diocese.

The Board of Directors shall be mindful of legislation and details of the tendering process are contained in the ESCAT Finance Policy.

Consult

In developing policies, the Board will consult stakeholder groups where relevant.

A Review of Value for Money is incorporated within the Annual Report Governance Statement signed jointly by the Chair of the ESCAT Board of Directors and the CEO acting as Accounting Officer.

10. Corporate Governance

The Internal Verifier is responsible for undertaking internal scrutiny of the accounts and associated governance to ensure that the Board of Directors meet their statutory responsibilities and will include checks within the annual programme.

11. Register of Business and Pecuniary Interests

The Register of Business Interests is to be completed annually in September and updated with changes throughout the year. Details must be published on the school website.

12. Suspension of Directors and Governors

Suspension is a last resort only and will be in accordance with the AoA.

13. Directors and Governors Allowances

Directors are permitted to claim reasonable expenses for their governance work and training.

Ratified: Marc Evans (Chair of ESCAT Board of Directors)

Date: 14th September 2022

