



The Collegiate Trust  
Exceptional Education for All

# **Trust Board - Structure & Terms of Reference**

11.7.2022

## Structure

The Collegiate Trust (TCT) is a partnership of schools in Crawley and Croydon whose purpose is to build *collaboration to deliver exceptional education*, and whose vision is *exceptional education for all*. This is reflected in our Trust's values: **ambition & collaboration**, as well as in our desired outcomes: **achievement & enjoyment**.

The responsibilities of TCT are defined by the Article of Association, Memorandum of Association and Funding Agreement.

The Trust Board gives delegated responsibilities to each school's Local Governing Body (LGB) through the Scheme of Delegation and each LGB's Terms of Reference.

<b>Designation</b>	<b>Name</b>	<b>Term of Office</b>	<b>Position</b>	<b>Committee/ Responsibility</b>
CEO & Director	<b>Gordon Smith</b>	<i>appointed by Members</i>		
Director	<b>Janet Akala</b>	13.05.2023		Safeguarding
Director	<b>Keith Bettie</b>	01.03.2024	Chair	Growth
Director	<b>David Butler</b>	30.01.2026		
Director	<b>Markieu Hayden</b>	30.01.2026		Safeguarding
Director	<b>Philip Hogan</b>	19.12.2023		
Director	<b>Fiona McSorley</b>	05.11.2025	Vice Chair	Education
Director	<b>Tim Rodwell</b>	25.03.2023		Health & Safety (incl Premises)
Director	<b>Simon Rowley</b>	13.05.2023		Finance
Director	<b>Mike Whittaker</b>	24.01.2024		

**The Trust Board** has 3 direct **sub-committees**. *Audit, Risk and Finance Committee (ARFC)* and *Learning and Quality Committee (LQC)* And Remuneration Committee (REMCo). The first 2 sub-committees have two Co-opted Governors from the LGBs.

**The LGBs are also constituted as sub-committees of the TCT Board.**

### **Audit, Risk and Finance Committee**

Simon Rowley – Chair  
Philip Hogan  
Janet Akala

### **Learning and Quality Committee**

Fiona McSorley – Chair  
David Butler  
Markieu Hayden  
Tim Rodwell  
Mike Whittaker

### **Remuneration Committee**

Philip Hogan  
Tim Rodwell

## **1. Introduction**

1.1 The Collegiate Trust (the “**Trust**”) is governed by a Board of Directors (Directors) which is accountable to the DFE and has overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the schools operated by the Trust.

1.2 The following schools are currently operated by the Trust:

- Riddlesdown Collegiate
- Gossops Green Primary School
- Waterfield Primary School
- The Quest Academy
- Courtwood Primary School
- Gilbert Scott Primary School
- Kenley Primary School

1.3 In order to assist with the discharge of their responsibilities, the Directors have established a *Local Governing Body* (LGB) for each of the Schools. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the Articles).

## **2. Constitution of The Collegiate Trust, Trust Board**

2.1 Colleagues joining the Trust Board shall be known as “Directors” (who also fulfil the function of Trustees).

2.2 Subject to the Articles of Association point 45, the composition of the Trust Board shall be as follows:

- 2.2.1 the CEO;
- 2.2.2 6 Directors appointed by Memembrs;
- 2.2.3 Co-opted Directors;

2.4 The Trust Board will not have any Parent Directors and this has been delegated to the Local Governing Body.

## **3. Relationship Between Directors and the LGB**

3.1 The LGB shall in carrying out its role:

- 3.1.1 promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being;
- 3.1.2 be responsible to the Directors for its actions and follow the expectations of governors as laid down by the Directors;
- 3.1.3 aim to establish that it is competent, accountable, independent and diverse, and that it promotes best practice in governance;
- 3.1.4 aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics.

3.2 The Directors shall support the work of the LGB by:

- 4.2.1 setting a clear strategic vision (“exceptional education for all”) to allow the LGB to set and achieve its own aims and objectives within such vision;
- 4.2.2 ensuring that systems are put in place to allow the governors to be presented with timely and good data to allow the LGB to analyse performance in order to support and challenge the Principal and the SLT of Courtwood Primary; and
- 4.2.3 ensuring that the governors have access to high quality training.

3.3 Without prejudice to the Directors’ other rights to remove any governor and the Directors’ rights to amend these terms of reference at any time, where the Directors have concerns about the performance of the LGB, they may amongst other actions:

- 4.3.1 require the LGB to adopt and comply with a governance action plan in such form as determined by the Directors;
- 4.3.2 suspend or remove any or all of the matters delegated to the LGB;
- 4.3.3 suspend or remove any or all of the governors of the LGB;

3.4 The Directors may require a governance action where:

- 4.4.1 the school has a projected deficit budget (both revenue and capital) in excess of £50,000;
  - 4.4.2 the progress or attainment of pupils is of concern: or
  - 4.4.3 there are concerns relating to the LGB's implementation of safeguarding practices.
- 3.5 The Directors may vary the matters delegated where:
- 4.5.1 the LGB acts outside its delegated powers and limitations;
  - 4.5.2 the LGB is in breach of these terms of reference.
- 3.6 The Directors may remove governors where:
- 3.6.1 the school is in material breach of its funding agreement or the *Academy Trust Handbook*;
  - 3.6.2 the LGB is in material breach of these terms of reference or has persistently breached these terms of reference.
- 3.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of the Directors to suspend or remove any or all of the matters delegated to the LGB.

#### **4. Delegated Powers**

##### **General principles**

- 4.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:
- 4.1.1 ensure that each school operates in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the school, any agreement entered into with the Secretary of State for the funding of the school and these terms of reference;
  - 4.1.2 promptly implement and comply with any policies or procedures communicated to the LGB by the Directors from time to time;
  - 4.1.3 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Directors;
  - 4.1.4 work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the Trust and the school;
  - 4.1.5 be open about decisions and be prepared to justify those decisions;
  - 4.1.6 keep confidential all information of a confidential nature obtained by them relating to Courtwood Primary and the Trust; and
  - 4.1.7 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to Courtwood Primary and are delegated to them.
- 4.2 Each governor shall be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, they feels that appropriate training and development is not being provided.
- 4.3 The LGB shall be expected to report to the Trust against KPIs which have been set for Courtwood Primary and provide such data and information regarding the business of the school and its pupils as the Directors may require from time to time.
- 4.4 The powers retained by the Trust and delegated from the Directors to the LGBs shall be as set out in the *Scheme of Delegation*. This sets out the powers retained by the Trust, the powers delegated to the CEO, the LGB and the Principal.
- 4.5 For the avoidance of doubt, where a power is not expressly delegated to the CEO, the LGB or Principal, it will be deemed to have been retained by the Trust regardless of whether it is specified in the *Scheme of Delegation*.
- 4.6 The *Scheme of Delegation* may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.
- 4.7 Notwithstanding the application of any provision of these terms of reference, if the Chair of the LGB or the Vice Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely

be seriously detrimental to the interests of Courtwood Primary, any pupil or their parent or a person who works there, then they may exercise any function of the LGB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with CEO. If, after reasonable attempts to contact the CEO, no response is received, the Chair or Vice Chair may proceed and would not reasonably expect the CEO to prevent their actions. Any actions taken by the Chair or Vice Chair in accordance with this paragraph must be reported to, and minuted at, the next meeting of the LGB.

## **APPENDIX 1                    Appointment and Removal of Directors**

### **1.            Directors will be appointed in line with the Articles of Association 45-58 inclusive**

- 1.1        6 Directors shall be appointed by Members.
- 1.2        All other Directors will be appointed by the Trust Board

### **2.            Term of office**

- 2.1        The term of office for any Directors shall be 4 years, save for the CEO who shall remain a Director until he or she ceases to work at the Trust.

### **3.            Resignation and removal**

- 3.1        A person serving on the Trust Board shall cease to hold office if:
  - a)    s/he resigns their office by giving notice in writing to the clerk of the Trust Board;
  - b)    the CEO ceases to work at the school;
  - c)    the Members terminate the appointment of a Director whose presence or conduct is deemed by the Members, at their sole discretion, not to be in the best interests of the Trust.
  - d)    s/he does not abide by the Code of Conduct

### **4.            Disqualification of Directors of the Trust Board**

- 4.8        A person shall be disqualified from serving on the Trust Board if s/he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

### **5.            Appointment and removal of Chair and Vice Chair**

- 5.1        The appointment of Chair and Vice Chair of the Trust Board shall be in line with the articles of association 82 – 92.
- 5.2        The Chair and Vice Chair may at any time resign the office by giving notice in writing to the Clerk of the Trust Board. The Chair or vice chair shall cease to hold office if:
  - a)    s/he ceases to serve on the Trust Board;
  - b)    s/he is employed by the Trust; or
  - c)    in the case of the Vice Chair, s/he is appointed to fill a vacancy in the office of the Chair.
- 5.3        Where the Chair is absent from any meeting of the Trust Board or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the Chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the Directors present at the Trust Board meeting shall elect one of their number to act as Chair for the purposes of that meeting; the Clerk will oversee such a procedure.

### **6.            Subcommittees**

- 6.1        The Trust Board agree and approve the *Audit, Risk and Finance Committee* and *Learning and Quality Committee* structure annually and any delegated responsibility through the *Terms of Reference*.

## **APPENDIX 2            Proceedings of the Trust Board**

### **1.            Meetings**

- 1.1        The Trust Board shall meet at least six times a year.
- 1.2        The Trust Board will determine at the beginning of the academic year if meetings are to be face to face and/or virtual. At least one meeting every academic year must be face to face, unless restrictions prohibit this.

- 1.3 Meetings of the Trust Board shall be convened by the Clerk to the Trust Board (who will be the Governance Manager), who shall send the Directors written notice of the meeting via the agenda at least fourteen clear days in advance of the meeting, and a copy of all associated papers at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in her/his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as s/he thinks fit.
- 1.4 Any Director shall be able to participate in meetings of the governors by telephone or video conference provided that s/he has given reasonable notice to the clerk of the Trust board and that the Directors have access to the appropriate equipment.
- 1.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the Trust Board.

## **2. Quorum**

The quorum for a meeting of the Trust Board, and any vote on any matter at such a meeting, shall be any three Directors, or where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved. This is in line with the Articles of Association 117

## **3. Voting**

- 3.1 Subject to the Articles of Association, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the questions. Every Director has one vote.
- 3.2 Subject to Articles 117-119 where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he may have.

## **4. Conflicts of Interest**

- 4.1 Any Director who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below)) which conflicts or may conflict with her/his duties as a Director of the Trust Board shall disclose that fact to the Trust Board as soon as s/he becomes aware of it. A person must absent herself/himself from any discussions of the Trust Board in which it is possible that a conflict will arise between her/his duty to act solely in the interests of The Collegiate Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 4.2 A Director of the Trust Board has a Personal Financial Interest if s/he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust.

## **5. Minutes of meetings**

- 5.1 At every meeting of the Trust Board the minutes of the last meeting shall be taken as the first agenda item after any apologies and declaration of interest and, if agreed to be accurate, shall be signed as a true record.
- 5.2 The Clerk to the Trust Board shall ensure that a copy of the agenda for every meeting of the Directors, the minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Company Secretary of the Trust.

## **APPENDIX 3 Areas of responsibility of the Trust Board (not delegated to or overseen by a sub-committee)**

1. To approve the Trust's Strategic Plan and priorities for each academic year.
2. To receive at each meeting a formal CEO Report on progress in delivering the Strategic Plan and progress across the Trust.

3. To approve for submission to the ESFA the annual and 3-year Budget Plan.
4. To recommend to the Members for approval the Annual Accounts and Financial Statements.
5. To ensure that the programme of work for the coming 12 months for the Trust Board and its committees meets the statutory requirements of the ATH, identifying updates and changes to ATH that impact on the work of the Trust.
6. To ensure that governance at all levels within the Trust operates within the statutory regulations and in the best interests of children in our schools.
7. To receive a formal report at each meeting from the Chair of ARFC and the Chair of LQC about the work of those sub-committees.
8. To receive a formal update at each meeting on the financial performance of the Trust, via the report from the Chair of ARFC, review of minutes of meetings and additional input from the CFO and the CEO Report.
9. To receive a formal report at each meeting on the educational performance of the Trust, via the report from the Chair of LQC, review of minutes and additional input from the Director of Education or the CEO, and the CEO Report.
10. To receive a formal update at each meeting on the implementation of the Capital Plan, via the report from the Chair of ARFC, additional input from the CEO, and the CEO Report.
11. To receive a formal update at each meeting on changes to the Risk Register (as delegated to ARFC) and annually to conduct a full review of the Risk Register.
12. To consider and approve any changes to the remuneration of Trust executives, in line with the Trust's Salary Policy.
13. To evaluate the performance of the Trust Board, through an annual self-evaluation.
14. To evaluate the performance of sub-committees of the Board through evaluation of their self-evaluations.
15. To hold all Directors / Trustees to account for carrying out their functions with due regard to the Nolan Principles.