

The Park Federation Academy Trust

Board of Directors

Terms of Reference

Purpose:

The Board of Directors is to provide direction and stewardship for The Park Federation Academy Trust for the benefit of its current children and families and future children and families. Moreover, to advance for the public benefit education in the United Kingdom.

Authority:

The Board of Directors draws its authority from the Federation's Articles of Association¹ and is authorised to exercise the full powers of the Company.

Membership:

The Board shall not be less than nine Directors and constituted in accordance with the framework established by the Articles of Association². The terms of office for Directors are set in the Articles of Association³; namely a period of 4 years, subject to continued eligibility, except for the Chief Executive Officer (CEO) who will serve for as long as he/she remains in office. Directors may be re-elected or reappointed at the end of their term.

Chair:

The members will elect a Committee Chair on an annual basis who shall not be Director who is an employee of the company. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

Clerk:

The Directors will appoint a Board Clerk who shall not be a Director or Academy Principal. The Clerk will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

¹ Articles of Association The Park Federation Academy Trust dated 1st September 2012

² Sections 45-50

³ Section 64

Quorum:

Quorum for the necessary transaction of business will be five Directors.

Frequency of Meetings:

The Committee shall meet six times per year and additionally as required.

Notice of Meetings:

Meetings will be called by the Clerk and dates set in the Federation annual governance cycle. Extraordinary meetings may be called with a minimum of 5 days' notice.

Minutes:

The Clerk shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.

Duties:

Members of the Committee are to be guided by the Nolan Principles of Public Life⁴, Corporate Code⁵ and relevant regulatory frameworks in the conduct of their duties. Specifically, the Committee is to:

Set strategic direction:

- i. Set the vision, mission and values for the Trust and ensure common understanding across Members, Directors, Governor and staff.
- ii. Develop and implement a strategy to deliver the Trust's objects.
- iii. Identify and consider the views of all stakeholders in developing and implementing that strategy, with the children and their parents/carers as the Trust's primary stakeholders.
- iv. Conduct regular review of the external environment for changes that might affect the Trust⁶.
- v. Ensure that Operational plans (including each Academy Development Plan) and budgets support the vision, mission and strategy.
- vi. Ensure that the Trust's approaches to curriculum, and teaching and learning are effective.

⁴ Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty & Leadership.

⁵ FRC UK Corporate Governance Code 2018

⁶ Political, Economic, Social, Technology, Legal and Ethical/Environmental

Be responsible for the performance of the Trust and its corporate behaviour:

- vii. Ensure robust systems are in place to set quality standards and monitor performance.
- viii. Ensure robust and integrated ICT systems are in place to support staff and children.
- ix. Ensure through regular review that the necessary governance, policy and guidance frameworks are in place to run the Trust, that they are coherent and compliant with constitutional, legal, statutory and regulatory frameworks.
- x. Measure the Trust's impact and progress towards its strategic objectives and to regularly consider reports on the Trust's performance.
- xi. Hold the Chief Executive, Chief Operating Officer, and the Academy Principals to account for the management and administration of the Trust.
- xii. Promote a culture of continuous improvement.
- xiii. Ensure systems exist to promote and support personal development.
- xiv. Ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the Trust and in meeting his/her annual and longer-term objectives.
- xv. Ensure that processes and culture exist for Members, Directors, Academy Council Governors, and staff to report activity which might compromise the effectiveness of the Trust.
- xvi. Ensure that complaints systems are in place for members of staff and parents/carers.
- xvii. Ensure that internal systems and the overall outputs of the Trust represent 'value for money'.
- xviii. Produce annual reports as required by Corporate Governance, Charities Commission and Department for Education frameworks.

Act as guardians of all Trust assets and ensure prudent management

- xix. Exercise due care and diligence over all tangible, intangible assets and human resource.
- xx. Ensure that the major risks to the Trust are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks;
- xxi. Decide the annual contribution from each academy to the central services (known as the Central Trust) budget, approve the annual budgets and development plans of all academies and the Central Trust and be accountable for the solvency of the Trust.
- xxii. Ensure major projects and expenditure support the strategic direction of the Trust.
- xxiii. Ensure that the Trust's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are identified and recorded.
- xxiv. Be responsible for safeguarding, health and safety and wellbeing.
- xxv. Ensure systems exist for effective estates and facilities management.

Ensure the Trust's Governance is of the highest possible standard:

- xxvi. Ensure that the Trust has a governance structure that is appropriate to an organization of its size/complexity, stage of development, and its charitable objects, and reflects the diversity of its users.
- xxvii. Ensure that Board decisions are recorded in writing by means of minutes.
- xxviii. Ensure that the Board's delegated authority is recorded by terms of reference for board committees and that reporting procedures back to the Board are recorded in writing and complied with.
- xxix. Ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood, and directions given to him or her come from the Board and its committees.
- xxx. Ensure the Board regularly reviews the Trust's governance structure and its own performance.
- xxxi. Ensure that major decisions and policies are made by the Directors acting collectively;
- xxxii. Ensure that the Board has on it the skills it requires to govern the Trust well, and that the Board has access to, and considers, relevant external professional advice and expertise.
- xxxiii. To ensure that there is a systematic, open and fair procedure for the appointment of Directors and of the Chief Executive;
- xxxiv. To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).

Board of Directors

7th December 2019.

Signed by:  _____

Muralee Nair - Chair of Board