Trust Governance: Trustees

Terms of Reference
2026-2027

1. Purpose

1.1 At Vantage CE Academies Trust, the Trustees are responsible for the governance and supervision of the Trust and its committees including the Local Advisory Boards (LABs).

1.2 The Trustees have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of Academies, but will delegate governance responsibility to local advisory boards (LABs), who will support the work of the Trust and promote the success of the Academies.

1.3 The day-to-day management and responsibility for the running of the Academies has been delegated to the CEO, who will be supported by both a central management team and leadership teams in each of the Academies, including their appointed Principals.

1.4 The roles and responsibilities of the Trustees are set out in the Scheme of Delegation, this includes performance management of the CEO and the roles and responsibilities of those sitting on the LABs.

1.5 The Trustees fulfil their responsibilities through strategic planning and by the setting of policy and standards, as well as taking responsibility for the oversight and management of risk.

1.6 The Trustees have the power to direct change where required and must act independently and in the best interest of the Trust, even if those interests conflict with those of the body or organisation that might have appointed or nominated such persons to serve on the Trust Board.

1.7 The Trustees are accountable to the Secretary of State for Education and to the communities that they serve.

1.8 The Trustees are responsible for all the Academies run by the Trust and are expected to use their skills and experience in undertaking a role on the Trust Board.

2. Membership

2.1 The composition and powers of the Trust Board are (subject to charity and company law) determined by the Articles of Association and in any conflict between these Terms of Reference and the Articles, the Articles shall prevail.

2.2 Board members must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to fulfilling the Trust's mission and objectives for the Academies, drawing on specialist skills where required.

2.3 The number of Trustees shall be not less than three and shall not be subject to any maximum. Meetings of the Trust Board shall be convened and conducted as provided by the Articles of Association.

2.4 All Trustees have equal voting rights. In the event of an equal division of votes, the Chair shall have the casting vote. The Board shall appoint an individual from among their number to act as Chair. The Board shall also appoint an individual from among their number to act as Vice Chair.

2.5 The Chair and Vice Chair of the Trust Board will not be employed by the Trust. The term of office for both the Chair and Vice Chair will be one year. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

2.6 The main role of the Chair is to chair meetings of the Trust Board. They also provide leadership to the Trustees and act as the main point of contact between the Trustees and the Executive Team. Apart from any special responsibilities or powers given to the Chair in the Trust's Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal), then this must be expressly delegated to them by the Board.

2.7 Administrative support will be provided by the Trust's Lead Governance Professional. In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

2.8 Agendas will be agreed in advance by the Chair and the CEO of the Trust (based on, but not limited to, a pre-agreed annual workflow). Papers will be circulated to Trustees and attendees at least 5 working days in advance of the meeting. Minutes of meetings will be taken and approved by the Board.

3. Quorum

3.1 The quorum for a meeting of the Trustees, and any vote on any matter thereat shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees 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.

Full details of proceedings at meetings as provided in the Articles of Association.

4. Stakeholders

4.1 Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately.

4.2 This shall include at least primary stakeholders, such as pupils, parents and staff, as they are involved in other elements/tiers of Trust governance.

5. Accountability

5.1 The Trustees are chiefly accountable to:

• The beneficiaries of the Trust (children at our member schools, their parents and the local community) for the quality of education and pastoral care at our member schools, for matters of health and safety and for safeguarding and promoting the welfare of the children

• The Trust Members Board

• The Department for Education ("DfE") and specifically the Secretary of State under the terms of the Trust's Funding Agreement

• The Charity Commission and the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent 3 management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation

• The employees of the Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety

• Other regulatory authorities for compliance with regulated responsibilities to which the Trust and our member schools are subject

6. Responsibilities

6.1 The Trustees must observe the highest standards of impartiality, integrity and objectivity in relation to the governance of Vantage CE Academies Trust, be accountable to its stakeholders and regulatory bodies for its activities and observe and fulfil the three core governance functions.

6.2 This will be done by:

• Setting the direction of the Trust and ensuring clarity of vision and ethos

• Holding the Chief Executive Officer (CEO) and senior leaders to account

• Ensuring financial probity

6.3 All Trustees are required to:

• Ensure that they comply with their legal and statutory duties as charity Trustees and company directors, and with:

- The Academy Trust Handbook
- The Articles of Association for the Trust
- These Terms of Reference and Committee Terms of Reference
- The Trust's Scheme of Delegation
- The Trust's Financial Scheme of Delegation
- The Governance Code of Conduct

• Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Trust

• Not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations

• Participate actively in the induction process and any relevant training

• Act together and in person and not delegate responsibility of the Trust to others

• Act strictly in accordance with the Trust's Articles of Association

• Act in the Trust's interests only and without regard to their own private interests

• Manage the Trust's affairs prudently

• Not take personal benefit from the Trust unless expressly authorised by the Articles of Association or the Charity Commission

• Take proper professional advice on matters on which they are not themselves competent

• Hold the CEO to account and act as a critical friend

• Offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed

• Challenge, ask questions, seek information and improve proposals where appropriate; and at all times act in the best interests of the Trust

Full responsibilities of the Trustees are specified within the Vantage Academy Trust Scheme of Delegation.

6.4 The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

6.5 The duties and responsibilities of Trustees are explained in further detail in the DfE Governance Handbook and the DfE Competency Framework for Governance – all of which is available on www.gov.uk. The Trustees shall due regard to the Academy Trust Handbook (ATH), which shall be circulated to all Trustees and is also available on Academy Trust Handbook - Guidance - GOV.UK (www.gov.uk)

7. Risk Management

7.1 The Charities Statements of Recommended Practice ("the SORP") set out requirements for reporting on the risks to a charity. The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Trust and any subsidiary undertakings, as identified by the Trustees.

7.2 The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

7.3 The Trustees are therefore responsible for:
• Identifying the major risks that apply to the Trust, including:
- operational risks (employment issues, health and safety, fraud, service quality and development etc.)
- financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.)
- external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.)
- regulatory risks (compliance with legislation, changes in policies of the regulators etc)
• Making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks
• Direct internal scrutiny, including making sure risks are being addressed appropriately
• Oversight of external audit
• Making appropriate statements regarding the management of risks in the annual report.

7.4 The Business, Audit & Risk Committee, supported by the Executive Team, shall maintain a Central Risk Register for review and approval by the Trustees, along with a procedure by which the Central Risk Register shall be subject to regular review at least annually.

8. Recruitment & Training
8.1 It is the responsibility of Members to appoint Trustees. The Trust Board, alongside the Executive team however should have a role in planning for recruitment, the identification of new Trustees and consideration of the skill set of the board including the identification/consideration of any skill gaps.

8.2 It is essential that the Trust Board has a proper mix of skills and experience.

8.3 The Board as a whole is responsible for ensuring that:
• The skills of any new Trustee fit in with the Trust's requirements in the short, medium and longer term
• Each new Trustee is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association (including the requirement that he/she is not disqualified as a company director or charity trustee)
• There is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position.
• The new Trustee understands the responsibility they are taking on and consents to act as a Trustee.

8.4 Each new Trustee will be properly inducted to ensure that they understand the nature and extent of their role and responsibilities. It is the duty of a new Trustee to

ensure that they are familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Trust's Articles of Association.

8.5 The Lead Governance Professional, in consultation with the Director of People, and on behalf of the Trustees, shall provide each new Trustee with:

- Articles of Association
- Terms of Reference (Board & Committee)
- Code of Conduct & Trustee Declaration
- Scheme of Delegation
- DfE Academy Trust Handbook
- Pecuniary Interest Registration

8.6 The Director of People shall ensure that the appointment of a new Trustee is added to GIAS (Get Information About Schools)) within 14 days of the appointment (as required under the ATH).

8.7 The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Trust operates through attendance at individual and whole Trust Board training.

9. Review

9.1 In accordance with best practice, the Trust Board will carry out a regular review of the skills and experience available on the Trust Board and will seek to develop additional capacity and skills where required.

9.2 Except in relation to posts held in an ex officio capacity and otherwise only in exceptional circumstances, Trustees will not seek reappointment beyond the usual 3 terms of office, a standard term of office being 4 years.

10. The General Equality Duty

10.1 The Trust must have due regard to the need to:

• Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act

• Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it

• Foster good relations between persons who share a relevant protected characteristic and persons who do not share it

• Protected characteristics:

- Age (not pupils)
- Disability
- Ethnicity and race
- Gender/Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity

- Religion and Belief
- Sexual identity and orientation

11. Nolan's Seven Principles of Public Life

11.1 The Seven Principles of Public Life outline the ethical standards those working in the public sector are expected to adhere to, and which forms part of the expectations for the Vantage Trust Board and its committees. They were first set out by Lord Nolan in 1995 in the first report of the Committee on Standards in Public Life and they are included in a range of codes of conduct across public life.

11.2 The Seven Principles of Public Life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies (NDPBs), and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources. The principles also apply to all those in other sectors delivering public services.
https://www.gov.uk/government/publications/the-7-principles-of-public-life

11.3 There principles are:

Selflessness

Holders of public office should act solely in terms of the public interest.

Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

Holders of public office should be truthful.

Leadership

Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

Appendix 1 – Reserved Matters

The Reserved Matters are those matters which cannot be delegated and are reserved for decision by the Members' Board (Schedule A) or by the Trust Board (Schedule B) to Vantage Academy Trust

Schedule A

- The following are reserved for decision by the Members' Board (subject to such other consents/ requirements as might be required by law or the Funding Agreement)
- to change the name of the Trust
- to change the Objects (which would require Charity Commission and Secretary of State consent)
- to change the structure of the Trust Board
- to amend the Articles of Association
- to pass a resolution to wind up the Trust
- to appoint the auditors (save to the extent that the Trustees may make a casual appointment)
- Appointment/Removal of Trustees

Schedule B

The following are reserved for decision by the Trust Board (subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- to change the name of the member schools
- to determine the educational character, mission or ethos of the member schools
- to adopt or alter the constitution & terms of reference of any committee of the Trust Board
- to terminate a supplemental funding agreement for a member school
- to establish a trading company
- to sell, purchase, mortgage or charge any land in which the Trust has an interest – subject to DFE approval
- to approve the annual estimates of income and expenditure (budgets) and major projects
- to appoint investment advisors
- to sign off the annual accounts
- to appoint or dismiss the Chief Executive Officer, the Finance & Operations Director, the Company Secretary or the Trust's Lead Governance Professional
- to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- to do any other act which the Articles expressly reserve to the Trust Board or to another body; Or
- to do any other act which the Trust Board determine to be a Reserved Matter from time to time.