



**Minerva**  
Learning Trust

## **Terms of Reference**

### **Members and Trust Board**

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# 1. Introduction

In accordance with Minerva Learning Trust's Articles of Association, the Trust has a Board of Trustees which is responsible for the operation of the Trust. These Terms of Reference set out the responsibilities of and the terms under which the Trust Board operates, alongside the Trust's Scheme of Delegation.

The Terms of Reference should be read in conjunction with the Articles of Association and the Scheme of Delegation.

As stated in the Scheme of Delegation, the strategic direction and delegation of Trust matters are ultimately the responsibility of the Trust Board, but it is recognised that the Trust is founded on an ethos of collaboration and cooperation between the academies within it. In accordance with this ethos, the processes described within the Scheme of Delegation for review and amendments to it shall apply equally to the review and amendment of these Terms of Reference.

# 2. Governance

## 2.1 The Purpose of Governance

The purpose of governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight and assurance for educational and financial performance.

## 2.2 Core Functions

The core functions of Members, are:

- Act as the Guardians of Governance for Trust
- Are tasked with assessing if the Board of Trustees is performing well, and that the purpose of the trust and its charitable objects are being fulfilled

The four core functions of the Trust Board, as stated in the Department for Education's Governance Handbook are:

- Ensuring clarity of vision, ethos and strategic direction;
- Ensuring the voices of stakeholders are heard;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent. Ensure regularity and propriety in use of the trust's funds and achieve economy, efficiency, and effectiveness – the three elements of value for money. Trustees must also take ownership of the trust's financial sustainability and its ability to operate as a going concern.

Further detail on Trust Board roles and responsibilities can be found in the Trust Board Role descriptor and the Members and Trust Board Code of Conduct.

## **3. Constitution**

### **3.1 Composition of the Trust Board**

The minimum number of Members shall not be less than three. New Members are appointed by the existing Members. An employee of the company cannot be a Member. The Members may agree, by special resolution to appoint additional Members as they see fit. Every person nominated to be a Member of the Company shall sign a written consent to become a Member and sign the register of Members on becoming a Member.

The Trust Board of Minerva Learning Trust will be made up of less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. The members may appoint by ordinary resolution up to six Trustees. The Trustees may appoint Co-opted Trustees. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being Co-opted by existing Trustees who have not themselves been so appointed.

The Trust Board is constituted in-line with the following model:

- A Chair;
- A Vice Chair;
- Elected Trustees
- The CEO and members of the Trust's Executive Leadership Team

### **3.2 Committees/Working Groups and Lead Trustees**

The Trust Board has removed the need for separate committees to ensure effective lines of communication between the Trust Board, Local Governing Bodies and to reduce the of duplication of work. Working Groups may be established by the Trust Board as and when required, this may include:

- Pay Matters
- Staff disciplinary/grievance hearings

A separate Risk and Audit Committee has been established, in line with the guidance set out in the Academies Trust Handbook. Information on the Terms of Reference for this committee can be found in the Risk and Audit Terms of Reference document.

Each year the Trust Board must appoint to the following roles. Further information on this can be found in the Trust Governance and Lead Governor Handbooks:

- Lead Trustee for Safeguarding
- Lead Trustee for SEND and a
- Lead Trustee for Vulnerable Groups
- Lead Trustee for Careers

### **3.3 Terms of Office**

#### **3.3.1 Trustees and Members**

There is no term of office for Members.  
The term of office for all Trustees is four years.

A Trustee may serve for a shorter period if circumstances change and mean it is no longer possible to meet the commitments needed and so it becomes necessary to step down. Any new Trustee appointment to the Board will be initially be for one year, with the mutually agreed option to extend this for a further three years.

Each Member and Trustee will sign the Trust's Governance Code of Conduct annually. The Members reserve the right to remove any Trustee who does not abide by this Code of Conduct.

#### **3.3.2 Chair and Vice Chair of the Trust Board**

The Trustees shall each school year elect a Chair and a Vice-chair from among their number. A Trustee who is employed by the Trust is not eligible for election as Chair or Vice-chair.

The Vice Chair of the Trust Board will normally be elected from within the members of the Trust Board. The term of office for Chair and Vice-Chair will be one year.

### **3.4 Resignation and Removal**

The Trust Articles of Association set out the circumstances in which a Member or Trustee may be disqualified and removed from office.

All changes to Members and Trust Board membership must be notified by the Chair to the Company Secretary so appropriate changes to the constitution can be recorded.

Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove them. A copy of which must be forwarded to the Company Secretary.

A Trustee may at any time resign their office by giving notice in writing to the Members, which must be forwarded to the Company Secretary, as long as the Board is no less than three members by doing so. A Trustee shall cease to hold office if they resign, their office by notice to the Company (but only if at least three Trustees will remain in office when the notice of resignation is to take effect). A Trustees shall cease to hold office if they are removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

Members may terminate the appointment of any Trustee whose presence or conduct is deemed by the Members not to be in the best interests of the Trust. The Members have the right to remove the Chair and Vice Chair whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust.

## 4. Quorum and Meetings

### 4.1 Quorum

For any Trust Board meeting and vote the quorum must 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.

The quorum for the purposes of:

Article 117 states: Subject to Article 119, 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.

Article 119: The quorum for the purposes of:

- a) any vote on the removal of a Trustee in accordance with Article 66; and
- b) any vote on the removal of the chairman of the Trustees in accordance with Article 90;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.

### 4.2 Meetings

Members must meet at least once per year. Members of Minerva Learning Trust will meet twice per year, one of which will be the Annual General Meeting to receive the annual accounts and to approve and appoint the auditor.

The Trust Board must meet at least three times per year. The Trust Board have passed a resolution that they will meet six times each academic year.

Meetings will be face to face, where possible, unless restrictions are imposed by the Trust Board in light of a health pandemic, in which case, meetings will be held virtually. A person may attend a General Meeting by telephone or any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.

Meetings for the Members and the Trust Board will be carried out in-line with the Trust's Business Planner and the Governance Communication Flow document.

The Business Planner is reviewed on an annual basis to maintain a robust means of communication between Members, Trustees, Executive Team, Local Governing Bodies and Headteachers.

All meetings shall be convened by the Company Secretary who will liaise with the Clerk to the Trust Board. The Trust Executive Assistant (Governance Professional) will send the Trustees written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. The Governance Business Planner sets out the mandatory agenda items for each meeting and should be used to inform agenda planning.

Every question to be decided at a meeting of the Trust Board shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

A Trustee may not vote by proxy.

No resolution of the Trustees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

Any Trustee who is also an employee of the Trust shall withdraw from that part of any meeting of the Trust Board at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

A resolution in writing, signed by all the Trustees (or all of the members of a committee/working group of the Trustees), shall be valid and effective as if it had been passed at a meeting of the Trustees or (as the case may be) a committee/working group of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees (or the members of a committee, as the case may be).

Any Trustee shall be able to participate in meetings of the Trustees by telephone or video conference provided that reasonable notice has been given to The Trust Executive and Governance Assistant and Clerk and that the Trustees have access to the appropriate equipment.

### **4.3 Minutes and Publication**

At every meeting of the Members and Trust Board the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the Trustees present decide otherwise and, if agreed to be accurate, shall be signed as a true record by the Chair, or Vice Chair in the Chair's absence, electronically on Governor Hub.

The Trust Executive and Governance Assistant shall ensure that a copy of the agenda for every meeting of the Trustees, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable.

## **Clerk**

Members and Trust Board meeting will be clerked by the appointed Trust Clerk.

The decision to appoint or remove the Clerk is a decision to be made by the Trust Board. The Trust Board will appoint a skilled Clerk who, alongside the Trust Executive and Governance Assistant and Company Secretary is able to provide the following services:

- Convene meetings;
- Take and distribute half termly meeting minutes;
- Maintain attendance records; update Governor Hub accordingly
- Offer procedural advice and guidance during and between meetings;
- Take follow up action as required.

The Company Secretary will oversee and quality assure clerking services.



## **5. Scheme of Delegation**

As stated in the Scheme of Delegation, the strategic direction and delegation of Trust matters are ultimately the responsibility of the Trust Board, but it is recognised that the Trust is founded on an ethos of collaboration and mutual cooperation between the academies within it. In accordance with this ethos, the processes described within the Scheme of Delegation for review and amendments to it shall apply equally to the review and amendment of these Terms of Reference.

The Scheme of Delegation is available on the Trust's website.

## **6. Review**

The Trust Board will review the Governance structure on an annual basis, upon significant changes to the law and policy, or as needed and make recommendations to Members for agreement.