Halliard Trust

ALL TOGETHER
STRONGER SCHOOLS

Board of Trustees

Terms of Reference

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1. Introduction

As a charity and company limited by guarantee, the Halliard Trust is governed by a board of trustees (the Board) who have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust.

The constitution, membership and proceedings of the Board are set out in the Trust's articles of association and these Terms of Reference should be read in conjunction with the articles and with the scheme of delegation.

2. Membership of the Board

The number of people on the Board shall be not less than three but, unless otherwise determined by the Trustees, is not subject to any maximum.

Resignation, removal and disqualification of the Trustees is as set out in the articles of association and scheme of delegation.

The Trust Company Secretary shall ensure that any appointment of a new Trustee is notified to the DFE (via GIAS (Get Information about Schools)) within 14 days of the appointment.

All Trustees are required to:

- follow the Seven Principles of Public Life (referred to as "the Nolan Principles" and set out in Appendix 1);
- ensure that they comply with their legal and statutory duties as charity trustees and company directors;
- comply with the Academy Trust Handbook (ATH), the Articles of Association for the Trust, these Terms of Reference, the Trust's Scheme of Delegation and Financial Scheme of Delegation, the Code of Conduct appended at Appendix 2 of these Terms of Reference;
- ensure they do 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.

3. Management of conflicts of interest

A register Trustees' interests (pecuniary and other interests that may give rise to a conflict of loyalty) is maintained by the governance professional (clerk) and published on the Trust website. Trustees are required not to be involved in a discussion or decision of the Board where they have a direct pecuniary interest, related party or other personal interest. This means that their interest must be declared, and the Trustee(s) must withdraw from the meeting and take no part in the discussion or vote in the matter.

Trustees also have a responsibility to manage conflicts or potential conflicts of loyalty and, where a trustee has a potential conflict of loyalty in respect of a matter under discussion, this will be noted in the minutes.

4. Organisation and meetings

The Board will meet as often as is necessary to fulfil its responsibilities and at least three times a year.

Additional meetings may be called by the Chair of Trustees or at the request of two members of the Board. Trustees will be given seven days' notice of all meetings except where they are deemed to be urgent by the Chair.

Committees

The Board has established five different types of committee:

- an audit, risk and remuneration committee
- a finance committee (resources)
- a school performance committee (standards)
- an estates and H&S committee and
- LGB committees which support the effective operation of schools (LGBs).

In addition there is a Chairs Forum which meets termly comprising of Chairs and Vice Chairs from all the schools across the Trust.

Terms of reference for the Audit, Risk and Remuneration, Finance (resources), School Performance (standards) and Estates and H&S committees and LGBs are reviewed and approved annually by the Board.

The Audit and Remuneration, Finance (resources), School Performance (standards), Estates and H&S committees and the LGBs will act in accordance with matters delegated by the Board of the Halliard Trust in their scheme of delegation. The scheme of delegation is reviewed annually.

5. Reporting by the Board to the Members

Within 14 days of each meeting the Trust Board will:

- Prepare and agree minutes of its meetings.
- The minutes will be sent to the Members within 21 days following each Board meeting.
- The Board shall arrange for the production and delivery of such other reports or updates as requested by the Members from time to time.
- The Board shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Members.

6. Procedures

All trustees will be entitled to attend all Board meetings and will receive notice of such meetings.

The quorum for a meeting of the Board and for any vote is any one third (rounded up to a whole number) of the total number of persons appointed to the Board at the date of the meeting. Each Trustee present in person shall be entitled to one vote. In the event of there being equal votes for and against, the Chair of the meeting has the casting vote.

The Chair and Vice Chair will be elected annually by the members of the Board. In the absence of the Chair or the Vice Chair, the trustees can choose an Acting Chair for that meeting. The Chair and Vice Chair of the Trust Board will not be employed by the Trust. A change of Chair will require a notification to be made to the DfE.

The meetings will have a professional clerk who is appointed annually. The draft minutes of meetings will be circulated as soon as possible after the meeting and at least within 14 days.

The Board may invite attendance at meetings from persons who are not trustees to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

A register of attendance shall be kept for each Board meeting and published annually.

No decision is taken without a meeting of the Board, except where decision-making powers have been delegated to a committee or the Executive leadership (including Principals) and this delegation is clearly minuted. Additionally, the Trustees will decide annually whether to give the

Chair (or the Vice Chair in the absence of the Chair) power to act without a meeting of the Board in the event of an urgent situation which does allow time to call a meeting. Any decisions taken under this power to act will be reported to the Board as soon as possible thereafter.

Board minutes are matters of public record and will be made available on request once they have been approved. Confidential matters will be recorded in Part 2 minutes which will not be published. This includes information relating to a named person or any other matter that the Board considers to be confidential.

7. Specific functions of the Board

The Trust Board will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Trust;
- be accountable to its stakeholders and regulatory bodies for its activities;
- observe and fulfil the three core governance functions by: i) setting the direction of the Trust and ensuring clarity of vision and ethos; ii) holding the Trust Executive to account; and iii) ensuring financial probity.

The specific functions of the Board include -

7.1 Vision and Accountability

- Setting out the vision for the Trust and its application at both Trust and Academy levels, ensuring effective engagement with all stakeholders
- Determination of corporate strategy and planning, including the Trust growth strategy and approval of the three-year strategic plan
- Compliance with all legislation, charity and company law
- Reports to the Academy Trust Members
- Setting the terms of reference for the Local Governing Bodies (LGBs) and Audit, Risk and Remuneration committee
- Agreeing the scheme of delegation annually
- Compliance with Articles of Association & Funding Agreements
- Power to withdraw delegated powers from a LGB and, if necessary, disband it
- Compliance with responsibility to publish information on schools' websites and central Trust website
- Ensuring compliance with the GDPR across the Trust

7.2 Policies

- Approving trust-wide policies and procedures via the GVO in accordance with the policy schedule at Appendix 3

7.3 Standards, curriculum, behaviour and personal development

- Oversight of curriculum, standards and outcomes across the Trust
- Annual target setting for the Trust in general and for individual academies, including approval of the Trust strategic plan
- Support and intervention strategies for individual academies

- Oversight of key performance data on a Trust and individual academy basis, including numbers on roll, attendance, absence and exclusions, allegations of bullying or racism
- Oversight of PR to promote activities of the Trust and academies in the wider community

7.4 Appointments and training

- Ensuring processes in place for the appointment of Trust Board Trustees including regular skills audits; training and evaluating the performance of Trustees & Governors
- Responsibility for the performance management of the CEO
- The appointment and oversight of senior central Trust

7.5. Risk management

- Oversight of schools' risk assessments and risk management (school-based risk registers) and ensuring there are effective risk assessments in place to safeguard and promote students' welfare and compliance with the Equality Act 2010.
- Termly review of risk register 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.); and regulatory risks (compliance with legislation, changes in policies of the regulators etc
- Oversight of external audit; and making appropriate statements regarding the management of risks in the annual report

7.6. Finance

- Annual approval of schools' three-year budget forecasts
- Determining the provision of central services, setting the level of schools' contributions and monitoring the Topco's three-year budget forecasts
- Review of management accounts by either the full board or the Audit and Remuneration committee six times per year and by the Chair each month
- Oversight of the Trust's internal financial controls including annual review of the Trust's manual of financial procedures
- Agreeing and reviewing the work of the internal auditors

8. Governors Virtual Office

- Trustees are required to use the Governor Virtual Office (GVO). This is the online portal for sharing documents and important messages with trustees/governors. It is a secure, cloud-based system which also stores key information about trustees.
- Trustees are required to use GVO to record that they have read and approved documents. This can be useful for minutes of meetings or other key documentation where it is good practice to know that Governors/Trustees have read/approved/accepted the document. (eg Policy documents, KCSIE, Code of Conduct).

- Trustees are required to access meeting papers through GVO, either online or by downloading them to their personal device to read during the meeting. Printed hard copies are not provided. All meeting papers are confidential and should be looked after carefully.

9. Review

These terms of reference will be reviewed annually by the Board.

Reviewed by Trustees: Summer 2026

Next review: Summer 2027

Appendix 1 - The Halliard Trust Governor Code Of Conduct

PURPOSE

This code of conduct sets out the expectations on and commitment required from school governors, trustees and academy committee members in order for the governing body to properly carry out its work within the school and the community.

SCOPE

This procedure applies to all Trustees and Governors in the Local Governing Bodies of the members school of the Halliard Trust.

This Code should be read in conjunction with the relevant law and for academies, their articles of association and agreed scheme of delegation. It should be adapted as appropriate depending on the governance setting and level of delegation.

Trustees: We agree to follow the charity governance code

Those governing at local level: We recognise and support the principles set out in the charity governance code

Principles of Public Life

All members agree to abide by the following:

Selflessness

We will act solely in terms of the public interest.

Integrity

We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

Objectivity

We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

Openness

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

Honesty

We will be truthful.

Leadership

We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

We will apply the highest standards and will:

- act within our powers
- promote the success of the trust
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare interest in proposed transactions or arrangements

We will focus on our core governance functions:

1. ensuring there is clarity of vision, ethos and strategic direction
2. holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff
3. overseeing the financial performance of the organisation and making sure its money is well spent
   NGA recognises the following as the fourth core function of governance:
4. ensuring the voices of stakeholders are heard

As individuals, we agree to:

Fulfil our role & responsibilities

1. We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our scheme of delegation.
3. We will develop, share and live the ethos and values of our trust.
4. We agree to adhere to trust policies and procedures.
5. We will work collectively for the benefit of the trust.
6. We will be candid but constructive and respectful when holding senior leaders to account.
7. We will consider how our decisions may affect the trust and local community.
8. We will stand by the decisions that we make as a collective.
9. Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
10. We will only speak or act on behalf of the trust board if we have the authority to do so.
11. **Trustees**: We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.

12. When making or responding to complaints, we will follow the established procedures.
13. We will strive to uphold the trust's reputation in our private communications (including on social media).
14. We will have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.
15. **Those governing at local level**: We will act as the local ambassadors for our trust.

Demonstrate our commitment to the role

1. We will involve ourselves actively in the work of the board and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the school/s well and welcome opportunities to be involved in school activities.
5. We will visit the school/s and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
6. When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
7. We will participate in induction training and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis, and will engage in background checks any essential training as required by the Trust.

Build and maintain relationships

1. We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
2. **Those governing at local level**: We will champion the voices of our school community and stakeholders.
3. **Those governing at local level**: We will establish effective working relationships with trustees.
4. **Trustees**: We will engage with and be accountable to those governing at local level.
5. **Trustees**: We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other trusts.
6. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
7. We will work to create an inclusive environment where each board member's contributions are valued equally.
8. We will support the chair in their role of leading the board and ensuring appropriate conduct.

Respect confidentiality

1. We will observe complete confidentiality both inside and outside of the trust when matters are deemed confidential or where they concern individual staff, pupils or families.
2. We will not share any contact details without prior consent.
3. We will not reveal the details of any governing board vote.

4. We will ensure all confidential papers are held and disposed of appropriately.
5. We will maintain confidentiality even after we leave office.

Declare conflicts of interest and be transparent

1. We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the register of business interests.
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
4. We accept that the Register of Business Interests will be published on the trust's website.
5. We will act as a trustee/academy committee member; not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the trust board, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing us will be published on the trust website.
7. We accept that information relating to board members will be collected and recorded on the DfE's national database (Get information about schools), some of which will be publicly available.

BREACH OF THIS CODE OF CONDUCT

- If a governor believes this code has been breached, the issue should be raised with the chair and the chair will investigate; the governing body will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

- Should it be the chair that we believe has breached this code, another governing body member, such as the vice chair will investigate.

- The Board may terminate the appointment of any LGB member whose presence or conduct is deemed by the Board not to be in the best interests of the school or Trust.

- A Governor shall cease to hold office if they are absent for two consecutive full LGB meetings, without providing notification to the Clerk. The Clerk will be responsible for ensuring that Governors have the opportunity to provide notifications for absence prior to and immediately after each meeting.

Review

This policy will be reviewed in line with changes in legislation and best practice.

Appendix 2 – Trust Policy Management

HALLIARD TRUST POLICY MANAGEMENT

The Halliard Trust Team have been working hard on getting an effective policy management system set up to enables assurance that the right policies are in place, reviewed at the right intervals, and approved by the right governance layer.

Our Policies fall into two categories:

Trust Wide Policies: – these apply to all members of staff, families and pupils in the Halliard Trust Schools and the expectation is that they are adhered to. They are approved by Trustees. For some policies it is expected that each setting will add supplementary setting specific procedure / process / detail. Where this is the case they are marked with a ✓

School Policies: - these apply to all members of staff, families and pupils in the relevant school and the expectation is that they are adhered to. They are approved by your Local Governing Body.

Below is an A-Z list of the statutory and non-statutory policies that our schools are expected to have in place within these two categories.
For information, the statutory policy list draws directly from the DfE's governance guides, reference to the DfE Academy Trust Handbook or reflects the Trust's status as a charitable company and so have statutory grounding.

TRUST WIDE STATUTORY POLICIES

Admissions arrangements – school admissions code	✓
Allegations (of abuse) against staff and volunteers Policy and Procedures	
Attendance – working together to improve school attendance	✓
Bullying and Sexual Harassment Policy	
Capability of Staff Policy and Procedures staffing and employment: advice for schools	
Charging and remissions – charging for school activities	
Complaints – setting up an academy's complaints procedure	
Data protection privacy notice – Data protection: privacy notice model documents - GOV.UK (www.gov.uk)	
Data Protection - Biometric Consent	
Data Protection - Main Policy	
Data Protection – Student Image Consent	
Data Protection - Personal Data Breach Procedure	
Disciplinary Policy and Procedures staffing and employment: advice for schools	
Equality objectives – Equality Act 2010: advice for schools (Public Sector Equality Duty Policy)	
Financial Procedures Manual (including competitive tendering)	
Flexible Working	
Fraud Prevention Strategy	
Freedom of Information - Main Policy	

Freedom of Information - Publication Scheme	
Gifts and Hospitality Policy	
Governor Allowances	
Governor Code of Conduct	
Grievance Policy and Procedures staffing and employment: advice for schools	
Health and safety – health and safety: advice for schools	✓
Investment Policy	
LGPS (Pension) Discretion Policy	
Pay Policy	
Performance Management inc teacher appraisal	
Premises management – Good estate management for schools	
Privacy Notice - Job Applicants	
Privacy Notice - Parents and Guardians	
Privacy Notice - Pupils	
Privacy Notice - Staff (including Consultants and Volunteers)	
Register of Business interests of senior leaders, and governors	
Reserves Policy	
Risk Assessment Procedure	
Risk Register Procedure	
Safeguarding and child protection (Trust Section)	✓
Scheme of delegation	
Single Equality Scheme	
Single central record (SCR)	
Special educational needs and disability – SEND code of practice: 0 to 25 years	
Staff code of Conduct staffing and employment: advice for schools	
Stress Management	
Suspension and Exclusions – school suspensions and permanent exclusions	
Whistle-blowing Procedures	

✓School Specific Section/Procedures to be added to these policies.

TRUST WIDE NON-STATUTORY POLICIES

Absence Management Policy	
Acceptable Use Policy - Primary and Secondary Students	
Acceptable Use Policy - Sixth Form Students	
Acceptable Use Policy - Staff	
Accident reporting and investigation procedure	
Asbestos Management Arrangements	
Brand Use Policy	
Business Continuity Plan	
Communicating with Respect	
Crisis Management Plan	
Data Protection - Data Encryption Policy	
Data Protection - Data Retention Policy	

Educational Visits Policy (Trust Wide)	
Email Policy - Staff	
Email Policy - Student	
eSafety Policy	
Family and Parental Leave Policy	
Fire Safety	
Freedom of Information - Request Handling	
Induction Policy	
Interim Executive Board Statement of Purpose	
IT Support - Critical Incident Management	
Leave and Time Off Policy	
Management of and Working with Electricity	
Managing Aggressive Behaviour towards Staff Policy	
Probation Policy	
Purchase Card Policy	
Recruitment Policy	
Safe Use of Artificial Intelligence Policy	
Skills Audit Guidance	
Staff Expenses Policy	
Trust Estate Strategy	
Trust Estates Management Asset Management Plan	
Trust Estates Management Vision	
Use of Restrictive Interventions	
Vehicle Management Procedure	
Water system management arrangements	

SCHOOL STATUTORY POLICIES

The Trust expects each school to have its own policy/plan/documents for each of the following, approved by the school governors. The Key and the National Governance Association are both excellent sources for model school policies. The trust subscribes to both these platforms and all governors have accounts, including headteachers.

	Trust link name
Accessibility plan	Rob MacNeill
Attendance policy (using Trust policy with school specific sections)	Helen Gorst
Behaviour – keeping children safe in education, behaviour in schools	Helen Gorst
Careers: provider access policy statement (secondary education) – careers statutory guidance	Suzanne Pountain
CCTV Policy (where CCTV exists on site)	Andy Harris
Support for pupils with medical conditions (including children with health needs who cannot attend school and pupils with additional health needs) – supporting pupils with medical conditions at school	Helen Gorst
Emergency Response Plan	Rob MacNeill
First aid inc. intimate care	Rob MacNeill

Health and Safety (using the prescribed model)	Rob MacNeill
Lettings of Premises	Rob MacNeill
Relationships and sex education and health education – relationships and sex education (RSE) and health education	Helen Gorst/ Suzanne Pountain
Safeguarding and child protection (using Trust policy with school specific sections)	Jeremy Spencer
Uniform – statutory guidance on cost of school uniforms and guidance on school uniforms	Helen Gorst

SCHOOL TRUST REQUIRED POLICIES

School trips and visits policy and procedure (in line with Trust policy)	Rob MacNeill
Uniform – statutory guidance on cost of school uniforms and guidance on school uniforms	Helen Gorst

Schools may choose to have any further policies they wish. Approval from Trust is not necessary.

Any feedback on the policies by any stakeholder is welcomed and should be sent for the attention of the Chair of the Trust for consideration during next reviews via Alison Nuttall, alison.nuttall@halliardtrust.com.