Elements
Diocesan Learning Trust
Flourishing together, in the love of God.

TRUST BOARD TERMS OF REFERENCE

2026-2027

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ELEMENTS DIOCESAN LEARNING TRUST
CHRISTIAN VISION

Together we flourish, in the love of God.

The Trust Board will exercise its strategic leadership, accountability and oversight through this vision, ensuring that the Trust's Christian values shape governance, decision-making and relationships at every level. The Board will safeguard the Trust's Christian distinctiveness, promote excellence in education, steward resources wisely, support the wellbeing of pupils and staff, and work to ensure that every school and every member of the Trust community is able to flourish spiritually, academically, personally and professionally.

1. PURPOSE OF THE TRUST BOARD

As a charitable company limited by guarantee, Elements Diocesan Learning Trust ("the Trust") is governed by a Board of Trustees ("the Board"), who are also directors for the purposes of company law.

Elements Diocesan Learning Trust is a legal entity in its own right, however directors' powers ultimately stem from the sponsor Worcester Diocesan Academy Trust (WDAT). As sponsor, WDAT takes responsibility for pupil outcomes in all Elements Diocesan Learning Trust academies. WDAT appoints the company members of Elements Diocesan Learning Trust who, in turn, appoint the Trustees (otherwise known as 'directors').

On behalf of the sponsor, the Board is responsible for the strategic leadership, accountability and oversight of the Trust and all academies within it. Directors are collectively responsible for:

- advancing the Trust's charitable objects;
- ensuring the Trust delivers high-quality education and strong pupil outcomes;
- ensuring financial sustainability and effective stewardship of public funds;
- ensuring compliance with company law, charity law, funding agreements and statutory requirements;
- protecting the Trust's Christian distinctiveness and ethos;
- ensuring effective risk management and assurance arrangements across the Trust.

The Board will operate in accordance with the Articles of Association, Funding Agreement, Academy Trust Handbook, Governance Handbook and all relevant legislation.

2. VISION, ETHOS AND VALUES

The Board shall ensure that the Trust's Christian vision and values underpin all aspects of governance, leadership, decision-making and relationships throughout the Trust.

The Board will:

- preserve and promote the Trust's Christian foundation;
- determine the educational character and religious ethos of the Trust;
- ensure that strategic decisions align with the Trust's vision and values;
- work collaboratively with diocesan authorities, Members, schools and communities to further the Trust's mission.

3. CORE FUNCTIONS OF THE BOARD

The Board shall fulfil the three core functions of academy trust governance:

Strategic Leadership

- Determine the Trust's vision, values and strategic direction.
- Approve and monitor the Trust's strategic plan.
- Approve annual and longer-term organisational priorities.
- Ensure effective succession planning for governance and leadership.

Accountability

- Hold executive leaders to account for educational performance.
- Hold executive leaders to account for organisational effectiveness.

- Monitor delivery against agreed strategic objectives.
- Ensure appropriate challenge and support.

Financial Oversight

- Ensure effective stewardship of public money.
- Ensure value for money.
- Maintain financial sustainability.
- Oversee risk management and internal scrutiny arrangements.

4. CONSTITUTION AND MEMBERSHIP

The Board shall consist of:

- Directors appointed in accordance with the Articles of Association;
- any Co-opted Director permitted by the Articles.

The Board shall normally comprise between 9 and 11 Directors to ensure an appropriate balance of skills, experience, diversity and continuity.

Directors shall be appointed on the basis of skills, knowledge and experience required to support the effective governance of the Trust.

Terms of office shall normally be four years, unless otherwise determined by the Members in accordance with the Articles.

Directors may be reappointed provided they remain eligible.

5. CHAIR AND VICE CHAIR

The Board shall annually elect:

- a Chair of the Board;
- a Vice Chair.

Both shall be eligible for re-election.

If both are absent from a meeting, Directors present shall elect a Chair for that meeting.

6. MEETINGS

The Board shall meet at least six times each year.

Additional extraordinary meetings may be convened where necessary.

The Trust shall appoint a Governance Professional.

Meeting papers shall normally be circulated at least five working days before meetings.

7. QUORUM

The quorum for Board meetings shall be:

- one third of the total number of Directors in office, or
- three Directors,

whichever is greater.

8. TRUSTEE ATTENDANCE

Where a Directors is unable to attend meetings for a prolonged period, the Chair shall maintain contact and review their ability to continue fulfilling their role.

The Board shall consider:

- attendance history;
- ongoing contribution;
- duration of absence;
- ability to remain informed and engaged.

Where a Directors has been absent for six months or more, the Chair shall review the position with the individual concerned.

Directors who fail to attend meetings in accordance with the Articles may cease to hold office.

9. STRATEGIC RESPONSIBILITIES

The Board shall:

- approve and annually review the Trust Strategic Plan;
- approve annual Trust priorities;
- monitor educational standards across all academies;
- oversee growth, merger and school improvement decisions;
- monitor organisational performance against agreed KPIs;
- oversee Trust-wide communications and stakeholder engagement.

10. EDUCATIONAL PERFORMANCE

The Board shall:

- ensure all academies are supported and challenged appropriately;
- receive regular reports from the CEO;
- monitor pupil outcomes;
- monitor attendance and persistent absence;
- monitor disadvantage, SEND and vulnerable pupil outcomes;
- approve the trust inclusion strategy;
- ensure effective curriculum provision;
- review performance against strategic objectives.

11. GOVERNANCE AND COMPLIANCE

The Board shall:

- ensure compliance with company law, charity law and education legislation;
- ensure compliance with the Funding Agreement;
- ensure compliance with the Academy Trust Handbook;
- approve and annually review:
    - Board Terms of Reference;
    - Scheme of Delegation;
    - Governance Structure;
    - Committee Terms of Reference;
    - Key Governance Policies;
- conduct an annual review of Board effectiveness;
- oversee conflicts of interest management;
- ensure effective stakeholder engagement;
- maintain an effective programme of Director development
- ensure sufficient financial knowledge and expertise is in place, particularly for members of the Finance, Audit and Risk Committee

12. FINANCE, AUDIT AND RISK

The Board shall:

- approve a balanced budget for the financial year and minutes their approval
- approve the three-year financial forecast;
- receive monthly management accounts (Chair of the Board);
- monitor financial performance;
- ensure ICFP (Integrated Curriculum Financial Planning) is used effectively
- oversee reserves and cash flow;
- receive reports from the Finance, Audit and Risk Committee;
- approve the Risk Management Framework and review the Risk Register;
- oversee internal scrutiny arrangements;
- receive and consider the annual external audit report and ensure its submission by 31st December;

- publish a summary statement alongside their annual accounts explaining the distribution of funds across schools
- ensure appropriate action is taken in response to audit findings.
- Notify the DfE, via the Accounting Officer, where a going-concern risk is identified.

The Board shall ensure that:

- special severance payments comply with applicable guidance, legal advice is sought, value for money is demonstrated and a clear evidence trail retained. Prior DfE approval is required in specified cases;
- conflicts of interest are managed;
- be even handed with related parties and ensue that goods or services provided by them are at no more than cost, beyond the limits in the ATH;
- record consideration of DfE purchasing opportunities using specified routes unless a compliant, comparably priced alternative is available
- debt write-offs comply with regulatory requirements;
- required approvals are obtained from the Department for Education where necessary.

The Board shall not authorise payments in response to cyber-criminal ransom demands.

13. DIGITAL, CYBER SECURITY AND TECHNOLOGY

The Board shall:

- oversee digital strategy across the Trust;
- ensure the Trust is working towards meeting the 6 DfE Digital and Technology Standards by 2030;
- monitor cyber security assurance;
- oversee filtering and monitoring arrangements;
- ensure cyber risks are included within the Trust risk register;
- monitor progress towards long-term digital resilience objectives.

14. PEOPLE AND REMUNERATION

The Board shall:

- appoint the CEO;
- appoint a suitably qualified CFO
- approve executive leadership appointments where delegated authority requires;
- approve Trust-wide employment policies;
- oversee workforce strategy;
- ensure effective succession planning.

The Board shall ensure that executive pay decisions are:

- proportionate;
- evidence-based;
- benchmarked appropriately;
- fully documented in an agreed pay policy;
- capable of demonstrating value for money
- consistent with public sector expectations.
- Does not increase at a faster rate than that of teachers.

15. ESTATES, HEALTH AND SAFETY

The Board shall:

- approve the Health and Safety Policy;
- oversee compliance with statutory obligations;
- receive regular estates assurance reports;
- oversee capital investment planning;
- monitor estates condition, compliance and sustainability.

16. SAFEGUARDING

The Board shall:

- approve and annually review the Safeguarding and Child Protection Policy;
- appoint a Trustee with responsibility for safeguarding;
- receive regular safeguarding reports;
- monitor safeguarding effectiveness across the Trust;
- oversee attendance and absence as safeguarding indicators;
- oversee safeguarding arrangements relating to alternative provision;
- ensure effective filtering and monitoring systems are in place;
- monitor online safety arrangements;
- ensure safer recruitment requirements are met;
- ensure allegations management procedures are effective.

17. ADMISSIONS

As the admissions authority, the Board shall:

- determine admissions arrangements for Trust academies;
- conduct annual admissions consultations as required;
- ensure compliance with the School Admissions Code.

The Board may delegate detailed review activity to Local Governance Committees where appropriate.

18. DELEGATION

The Board remains accountable for all functions delegated through the Scheme of Delegation.

The Board shall annually review the Scheme of Delegation to ensure clarity of:

- responsibilities;
- authority;
- accountability;
- delegation of financial powers
- reporting arrangements.

19. CONFIDENTIALITY

Directors shall maintain confidentiality regarding all non-public information obtained through their role.

Board papers and discussions shall be treated as confidential unless explicitly designated for publication.

20. REVIEW

These Terms of Reference shall be reviewed annually by the Trust Board and updated as required to reflect:

- legislative changes;
- Funding Agreement requirements;
- Academy Trust Handbook updates;
- governance best practice.