

TERMS OF REFERENCE

Trust Board

1. DOWMAT ROLE AND PURPOSE

- 1.1. As a charity and company limited by guarantee, DoWMAT (the “Company”) is governed by a board of directors (the “directors”) who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust.
- 1.2. The directors are accountable to the Department for Education (DfE) and external government agencies, including the Charity Commission, for the quality of the education they provide and the effective use of the associated academy funding. They are required to have systems in place through which they can assure themselves of quality, financial probity, safety and good practice.
- 1.3. These Terms of Reference explain the ways in which the board fulfils its responsibilities for the leadership and management of the Trust. They have been adopted by the board in accordance with the Trust’s Articles of Association (the Articles) and should be read in conjunction with those Articles.

2. DIRECTORS’ POWERS AND RESPONSIBILITIES

- 2.1. Although DoWMAT is a legal entity in its own right, directors’ powers ultimately stem from the sponsor Worcester Diocesan Academy Trust (WDAT). As sponsor, WDAT takes responsibility for pupil outcomes in all DoWMAT academies. WDAT appoints the company members of DoWMAT who, in turn, appoint the Trustees (otherwise known as ‘directors’).
- 2.2. On behalf of the sponsor, the Trust Board is responsible for the strategic direction, broad policy framework and oversight of the Trust and all its academies in order to ensure that the sponsor’s vision and values underpin the work of the trust and its direction of travel.
The Board should also ensure the solvency of the Trust, safeguarding its assets and delivering its charitable outcomes. The Board oversees the performance of the Trust, including the management of risk. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality assurance processes. The directors have the power to direct change where performance falls short of expectations of good to outstanding schools.
- 2.3. The directors have a duty to act in the fulfilment of the Trust’s ‘objects’. They are:
 - 2.3.1. ‘to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools (“the academies”) offering a broad and balanced curriculum.’ (by exercising the powers identified in the Articles of Association);
- 2.4. Directors will have regard to the interests of all the academies for which the Trust is responsible in deciding and implementing trust-wide policies or exercising any authority in respect of an academy.
- 2.5. The Trust is the sole legal entity for all central operations and for the academies in the Trust. As such, on behalf of the sponsor and as detailed in the Articles and Master Funding Agreement, the Trust Board has sole responsibility for strategic decision making in the Trust. On behalf of the Trust, the Board can decide to delegate some (but not all) of its decision making powers to Board committees, including sub-committees of the main Board and local advisory groups that have been set up to represent the interests

of the individual academies in the Trust. The extent of delegation will be determined by school effectiveness and the practical necessities of good governance.

- 2.6. These delegations must take full account of the Trust's legal responsibilities and ensure effective risk management. The framework for delegated decision making is described in DoWMAT's Scheme of Delegated Authority.

3. MEMBERSHIP

- 3.1. The Members shall appoint a minimum of 5 Directors.
- 3.2. The Directors with the consent of WDAT, may appoint up to 2 co-opted Directors.
- 3.3. The term of office for all Directors will be 4 years.
- 3.4. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.
- 3.5. The Chief Executive Officer will be an ex-officio director.
- 3.6. The quorum for trust board meetings will be 3 directors.
- 3.7. Directors are appointed because of the range of skills and expertise they can bring to help to realise the Diocesan Board of Education's (DBE), vision and values for the trust and enhance the effective strategic leadership and management of the trust.

Further details of matters pertaining to Trust Directors / Trustees can be found in the Articles of Association.

4. APPOINTMENT OF CHAIR AND VICE-CHAIR

- 4.1. The Chair of the Trust Board is appointed by the directors of DoWMAT annually. S/he is eligible for re-election annually.
- 4.2. The Vice-Chair of the Trust Board and Chair of each Committee are elected by the Trust Board. They normally hold office for 1 year and are eligible to stand for re-election.
- 4.3. The Trust Board can choose to vary the term of office of individual directors up to a maximum of four years in order to ensure continuity and sustainability.
- 4.4. If the Chair and Vice-Chair are absent from any meeting of the Board, the members shall choose one of their number to act as Chair for the meeting.

5. MEETINGS

- 5.1. The Trust Board shall meet every half term (i.e. six times a year). Extraordinary meetings may be called at short notice if there are urgent issues that need Board discussion and/or a Board decision.
- 5.2. The Trust will appoint a Governance Professional to the Board.

6. DIRECTORS/TRUSTEES ABSENCE OVER A PERIOD OF TIME

The Board can allow a Director/Trustee to absent themselves from meetings for a period of time, for example, due to personal reasons.

The board should consider:

- The number of meetings the Director/Trustee has missed
- Whether the Director/Trustee has been able to contribute in ways other than attending meetings during the period of absence
- Whether the Director/Trustee is new or long-standing
- The extent to which the Director/Trustee has kept up to date with the Board's proceedings and events at the school

If the absence is continuing after 6 months, the Chair will meet with the Director/Trustee and discuss whether they can still fulfil their duties. This is a way of offering them a chance to [resign from the governing board](#).

Directors/Trustees will cease to hold office if they're absent **without permission** from all their meetings held within a **6-month** period, and where Directors/Trustees resolve that the office be vacated in line with the Articles of Association.

7. TERMS OF REFERENCE

This section sets out the most significant responsibilities of the Trust Board. It is not an exhaustive list and can be amended at the Board's discretion to ensure objectives are met.

7.1. IN RESPECT OF SETTING THE STRATEGIC DIRECTION

- To ensure that the DoWMAT vision and values underpin the way in which the trust works and relationships within the Trust.
- To determine the educational character, religious ethos and mission of the trust.
- To approve the Trust three year strategic plans and review annually.

7.2. IN RESPECT OF ENSURING HIGH STANDARDS OF ACHIEVEMENT AND IMPROVED PERFORMANCE

- To ensure that all academies in the Trust are effectively challenged and supported to maximise outcomes of children and young people who attend Trust academies.
- To receive reports from the CEO at each Board meeting in order to review regularly outcomes and the impact against key performance indicators as identified in the Trust's strategic plan.
- To challenge and support the Trust's senior officers and academy leaders to achieve best practice in terms of impact, outcomes, quality and cost.

7.3. IN RESPECT OF ENSURING STRONG AND ROBUST GOVERNANCE

- To ensure compliance with the Trust's duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreement.
- To ensure the continued charitable status of the trust.
- To approve the Trust Board's Terms of Reference and keep them under regular review.
- To approve the Trust's accountability framework and keep it under regular review.

- To establish such committees as are necessary to carry out the roles and responsibilities of Trust Directors. This will include approving the Terms of Reference for such committees, receiving reports / updates and keeping each committee under regular review.
- To approve the Trust's policy framework that identifies responsibilities for approving specific policies and keeping this under regular review.
- To take timely action to address decisions for which there is a legal requirement for Board approval.
- To ensure effective consultation and communication with all constituent parts of the Trust.
- To review its own effectiveness regularly and agree appropriate actions to improve its performance.
- To clarify the rights, responsibilities, authority and powers of each layer of governance through regular reviews of the DoWMAT Scheme of Delegated Authority.

7.4. IN RESPECT OF ENSURING SOUND FINANCIAL PRACTICES

- To approve the Trust's annual budget and keep it under regular review by receiving a report from the Finance Committee at every Board meeting.
- To approve each Trust academy's bottom line annual budget, review annually and endorse plans to address identified over or underspend.
- To agree the scheme of financial delegation to Trust academies and review this annually.
- To receive the annual report from the Trust's auditors and take the appropriate actions to respond positively to any recommendations.

7.5. IN RESPECT OF BECOMING THE EMPLOYER OF CHOICE

- To approve Trust wide employment policies for all Trust employees.
- To appoint the Executive Headteachers and academy Headteachers / Heads of School.

7.6. IN RESPECT OF ENSURING A SECURE HEALTH AND SAFETY ENVIRONMENT

- To approve the Trust's Health and Safety Policy and review its implementation annually.

7.7. IN RESPECT OF ENSURING EFFECTIVE CHILD PROTECTION AND SAFEGUARDING

- To approve the Trust's Safeguarding Statement and keep it under regular review.
- To receive an annual report on the effectiveness of safeguarding practices in Trust academies and within the Trust.
- To nominate a director with particular responsibility for safeguarding.

7.8. IN RESPECT OF ACTING AS THE ADMISSIONS AUTHORITY

- Review the admissions policy as determined by the Local Academy Boards based on the Trust Model Policy determined by the CEO.

8. REPORTING

- 8.1. The Governance Professional to the Trust board shall circulate minutes of the meetings, the agenda and any associated papers for forthcoming meetings at least seven working days prior to the meeting.

9. CONFIDENTIALITY

- 9.1. All information provided by an academy or the CEO and Trust Officers about an academy, is received on the basis of strict confidentiality. Documentation of the full DoWMAT Board of Directors is strictly confidential unless marked 'Public'.

10. REVIEW

These terms of reference will be reviewed annually.

Date of ratification:

Signed:

(Chair of the Trust Board)

Date of signature:

Document History

Date	Author	Summary Changes	Approved by
30.06.2025	Vicky Rudge	1. Annual Review	Trust Board
04.10.2024	Vicki Shelley	1. Annual Review 2. Point 6.5. - change in title from Executive Principal to Executive Headteacher. 3. Section 6. added: Director/Trustee Absences Over a Period of Time. 4. Point 7.8. – added: ‘Review the admissions policy as determined by the Local Academy Boards based on the Trust Model Policy determined by the CEO’.	Trust Board
03.10.2023	Claire Davies	Annual Review	Trust Board