Whinless Down Academy Trust
Terms of Reference for Trust Board

Responsibilities

The Company is a charitable company limited by guarantee. It has entered into a Master Funding Agreement and a supplemental Funding Agreement (one for each of the schools in the Trust) in relation to the Academy both entered into with the Secretary of State (together the 'Funding Agreements').

The Trustees are the charity trustees and responsible for the general control and management of the administration of the Company in accordance with the provisions set out in the Articles of the Company.

The Local Governing Body shall be a Committee of the Trustees established pursuant to articles 100-104 of the Articles of the Company.

Legal responsibility for the Academy lies with the Company. It is governed by the Trustees, who rely on advice and support from the Academy's Local Governing Body, particularly (but not limited to) strategic planning and the specific matters delegated under these Terms of Reference.

Subject to provisions of these Terms of Reference, the Companies Act 2006, and the Articles and to any directions given by special resolution of the Trustees, the agreed Delegation of Functions Document identifies statutory duties and tasks that shall be managed by the Local Governing Body.

The Trust Board reserve the right to remove the Local Governing Body if they are not acting in the best interests of one of its Academies.

Values for the Whinless Down Academy Trust

Aspiration by instilling high expectations and promoting a sense of ambition

Happiness by demonstrating compassion to all and encouraging achievement to forge success

Courage preparing children to take risks and challenging themselves

Collaboration Being united in our educational aims and using each other's expertise to secure improvement

Imagination Inspiring and innovating creative thinking and thinkers and creating environments where children can soar

Empowerment Enabling children and adults to achieve the highest standards and allowing adults and children to think and communicate without fear.

Learning

To improve learning experiences and outcomes for children is at the core of the MAT's work. All members aspire to improve children's lives through the highest quality education.

Transparency

The Trust is committed to transparency, ensuring school performance is shared between partners, identifying areas for development and exploring how success might be achieved through collaborative practice. The aims and objectives of the Trust are publicly shared and open to scrutiny.

Partnership

The Trust believes that school improvement can be further enhanced through collaboration with, KMA, other schools, education agencies, children and families and the wider community.

Equality and Diversity

The Trust believes that promoting equality and diversity will strengthen and enrich the partnership. The individual and unique identity of schools and members within the partnership is something to be valued and celebrated.

People

The value of children, families and staff is fundamental and the Trust works to achieve the very best outcomes for them. The Trust only recruits high quality staff and promotes professional development both within the partnership and from the very best external sources. Integrated multi-agency working, partnerships with parents and strong pupil voice are promoted across all schools.

Accountability

The Trust has established a system of self-evaluation and school improvement across the individual partner schools. There are robust structures for accountability, where individual schools need to demonstrate rigorous governance and self-evaluation to ensure effective continuous improvement. Evaluation from external sources will be considered as appropriate.

Terminology

Members; 4 members of which one is a trustee – Members appoint trustees.

Trustees: are the trustees of the Company and are listed as such on Companies House website; they may also be local governors. They attend Trust Board meetings which are arranged in accordance with the Articles of Association and in line with our scheme of delegation as are their appointment and dismissal procedures.

Local Governing Body: this is a group of governors who form the local governing body for the schools of the Academy Trust. Its responsibilities are set out in this document and in line with the WDAT scheme of delegation; it should be noted that while some of the responsibilities differ from those of the previous governing body, it is intended that strong links of communication are established between the Trust Board and The Local Governing Bodies.

The Board of Trustees

Membership – up to 9 Trustees including a minimum of 2 Parent Trustees (unless the Local Governing Bodies include at least two Parent Governors), and including the CEO. Additional trustees can be co-opted in accordance with the Articles of Association. The total number of Trustees including the CEO who are employees of the Company shall not exceed one third of the total number of Trustees.

Chair	Alison Mackintosh	Health and Safety/Premises FSARC
Vice Chair	Dean Jones	Safeguarding Standards
CEO	Kelly Brown	CEO
Trustee	Felicity Pearce	FSARC
Trustee	Carol Rayfield	FSARC
Trustee	Leeanne Westhire	Standards Community

Meetings for Trustees and Members

The board of Trustees (Board) meets at least five times a year with Members being invited to all meetings with expectation that they will attend at least one meeting a year. Meetings may be held in person or virtually; decisions and votes are valid in either format.

Ethos and mission statement

Each academy will aim to become an outstanding school and work collaboratively with each other for mutual benefit and improvement. All Schools will also maintain good working relationships with other local schools, community organisations and the local authority to ensure they fully serve their local communities.

Purpose

As a charity and company limited by guarantee, Whinless Down Academy Trust (the "Company") is governed by a board of Trustees (the "directors") who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust.

The Trustees 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.

The Whinless Down Academy Trust (WDAT) Board is responsible for the scrutiny of statutory decisions made at the LGB, CEO and the Senior Leadership Teams (SLT), acting as a critical friend, to ensure the efficient and effective strategic management of the all schools that comprise of the WDAT, namely Priory Fields School, St Martin's School and Vale View School.

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 and with the agreed delegations of functions document.

Terms of Reference for the Trust Board

The Board will act as a corporate body, with integrity, objectivity and honesty, with the best interests of the Whinless Down Academy Trust at all times. The Board will work within DfE guidance, remain compliant to standards of public scrutiny, and report any irregularities to the Chief Executive Officer or Chair of Trust Board.

Operational	1. The Trust Board will comply with the Whinless Down Academy Trust's Articles of Association. 2. The Board of Trustees will meet at least five times a year. 3. The Trust Board will require a quorum of three Trustees, who should include the Chair or Vice Chair of the Board. 4. The Trust Board will review its appointments and elect a Chair and Vice Chair as required. 5. The majority vote will be carried. 6. The Trust Board will review the Delegation Arrangements annually. 7. The Trust Board will set up both a Trust Board and LGB Register of Business Interests. 8. Resignations from Trustees should be sent to the Governance Professional. New Trustees will be appointed by the Members when required. 9. The Trust Board will appoint a Governance Professional to the Board of Trustees, with delegated responsibility for their performance, and dismissal if necessary to the CEO. 10. In the absence of the Governance Professional, a Governance Professional from one of the LGB's will be asked to resume the duties of the Governance Professional. 11. All Correspondence will be conducted through the Governance Professional or the deputy Governance Professional and through authorised channels. (This includes electronic communication) 12. The Governance Professional will give at least five school days' notice to hold a meeting. Emergency meetings can be called in accordance with the Articles of Association with 24 hours' notice. The Governance Professional will circulate papers to members and keep minutes of each meeting 13. The Trust Board will receive minutes from all Local Governing Bodies in a timely manner following their meetings which should be held at least termly (5 times a year). 14. The Trust Board will ensure compliance with legislation regarding what is required to be published on the individual schools websites.

	15. Minutes (Less anything considered confidential) will also be published on the individual websites. 16. Any changes to the length of the school day and year will be the responsibility of the Academy Trust.
Strategic	17. The Trust Board will support the values, visions and strategic aims for all schools in the Trust. 18. The Trust Board will develop and monitor a MAT Strategic Plan. 19. Through scrutiny, advice, and support; to set aims and monitor the School Strategic Plans. 20. After an Ofsted visit to any of the Academies, the Trust Board will receive and review the School Improvement Plan in a timely manner to ensure that all the recommendations and requirements of Ofsted are fulfilled.
LGB	21. The Trust Board will ratify the election of The Chair of the LGBs. 22. The Trust Board will determine the membership number and proceedings of the LGB. (This will be reviewed at least once in every twelve months) 23. The Trust Board is responsible for monitoring that the Local Governing Bodies are fully populated with the appropriate number of governors, and that they comply with DfE standards and guidelines.
Budgets	24. The Trust Board will adhere to the Funding Agreement and any Supplemental Funding Agreements and the Academies Financial Handbook 25. The Trust Board will approve the Academy Trust's budget annually. 26. To receive, analyse and review budget reports as presented by the FSARC to ensure that spending is in line with the each of the academy's plans. 27. The Trust Board will be responsible for ensuring that the Financial and Accounting Requirements as stated in the Funding Agreement and any Supplemental Funding Agreements are adhered to.
Staffing	28. The Trust Board will agree the staffing structure for each academy. 29. The Trust Board will be responsible for the appointment/dismissal/suspension the CEO. 30. The Trust Board will be responsible for the appraisal of the CEO in accordance with current legislation and the Appraisal and Pay and Reward Policy. 31. The Trust Board will agree the Pay Policy for the Academy Schools by the end of December.

School Organisation	32. The Trust Board will establish and implement an Admissions Policy and arrangements for the Academy in accordance with admissions law and DFE codes of practice and consult as required by law. 33. The Trust Board will ensure that school lunches will be provided and free school lunches in accordance with the law. 34. The Trust Board will give consideration to other schools that apply to join the Trust. 35. The Trust Board will approve relevant policies as stated in the Policy Schedule.
Safeguarding	36. The Trust Board will review and agree with the Safeguarding Policy at least once every year. 37. The Trust Board will ensure that the requirements for all safeguarding checks, including DBS, are carried out in accordance with the Child Protection/Safeguarding Policy.
Curriculum and assessment	38. The curriculum will be monitored, discussed and reviewed (as necessary) through regular reports from the standards committee and reports from the LGBs. 39. Assessments will be monitored, discussed and reviewed (as necessary) through regular reports from the LGBs 40. Statutory assessments will be discussed and where necessary the Trust Board will monitor outcomes if they are significantly below target.

Terms of Reference agreed by Trust Board on	**15.10.2026**
Signed by Chair	**A.Mackintosh**