Terms of Reference
Trustees
September 2026

1. Constitution	1.1 The Basildon Academies Trust (BAT) is constituted as a Multi Academy Trust. 1.2 The Trust may appoint committees either with delegated authority to make decisions or for the purpose of providing advice and support, informing the overall work of the Trust Board. However, these committees are not legally responsible or accountable for statutory functions – the Trust Board retains overall accountability and responsibility. The responsibilities of board committees are set out in their terms of reference; The Trust Board will appoint committee members and committee Chairs. 1.3 The Trustees should act pursuant to the Articles of Association of the Trust.
2. Membership	2.1 The Trust Board shall comprise of a minimum 7 Trustees. • 2.1.1 The total number of Trustees who are employees of BAT shall not exceed one third of the total number of Trustees. 2.2 The Trust Board's current members are set out in Schedule 2 2.3 The Chair and Vice Chair shall be elected annually, unless a vacancy arises before that date, from among the members of the Trust Board. 2.4 The term of office for any Trustee is set out in the Scheme of Delegation 2.5 The Clerk will be the Governance Professional to the Trust. 2.6 The Trust Board may appoint such non-voting members as it sees fit. These members will serve in an advisory capacity. 2.7 The Trust Board may invite attendance at meetings from persons who are not Trustees to assist or advise on a particular matter or range of issues, or where they are reporting to an item on the agenda. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
3. Conflicts of Interest	3.1 Any trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with their duties as a trustee shall disclose that fact to the Board of Trustees as soon as they become aware of it. 3.2 A trustee must be absent from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

4 **Remit and responsibilities of the Trust Board**	4.1 The Trust Board shall be responsible for the matters set out in Schedule 1. 4.2 In the event that an urgent decision must be taken between meetings, the Chair shall have delegated authority to make any such decision. Any decision taken and reasons for the urgency shall be explained and ratified at the next meeting of the Trust Board. In exceptional circumstances a Special Meeting of the Trust Board may be called.

5 Proceedings of Trust Board meetings	5.1 The Board will meet as often as is necessary to fulfil its responsibilities and not less than five times in every school year. Meetings will be called by the Chair of the Trust Board. 5.2 The notice of each Trust Board meeting, with the agenda and supporting papers, will be sent by the Governance Professional to the members of the Board, and any other person attending in advance of the meeting. 5.3 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. 5.4The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting. 5.5 The quorum for the purposes of any vote on the removal of a Trustee in accordance with Article 66; and any vote on the removal of the Chair 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. 5.6 Members and Trustees are required to complete a declaration of interest form on joining the Board and at the start of each academic year 5.7 Every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. 5.8 Each Trust Board member present in person shall be entitled to one vote. 5.9 Where there is an equal division of votes the Chair shall have a casting vote. 5.10 A register of attendance shall be kept for each Trust Board meeting and published annually on the trust website. 5.11 The minutes of the proceedings of a meeting of the Trustees shall be recorded and kept for the purpose by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chair thereof. Within 28 days of each Trust Board meeting the Board will produce draft minutes of to be approved at the next meeting.
6 Disqualification and removal of Trustees	6.1 A person shall be ineligible for appointment to the Trust Board and, if already appointed, shall immediately cease to be a Board member if the relevant individual:

	6.1.11 Their term of office expires, and they are not re-appointed. 6.2 A Trustee may resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect). 6.3 A Trustee may be 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. 6.4 Either the Trustee resigning, or those removing the Trustee shall give written notice thereof to the Governance Professional.

Terms of Reference of the Trust Board

SCHEDULE 1

Remit of the Trust Board

Core Responsibilities	Agree a long-term vision, values, ethos and strategic development plan for the Trust, and communicate this to stakeholders. Monitor progress of trust and executive leadership against the agreed vision, values, ethos and strategic development for the Trust. Establish and monitor a strategic risk register and critical incident and disaster recovery procedure. To review relevance of stated risks annually and the adequacy of management in respect of each defined high risk and reassure itself that delegated responsibilities are carried out effectively.

Governance	To ensure a governance structure that establishes sufficient yet balanced oversight of leadership. To hold the Executive Leadership to account for the performance of the Trust and individual schools and ensure they access appropriate continuous professional development. Establish and maintain a register of business interests for the Board. To review annually and consider the establishment, terms of reference and membership of committees and their effectiveness. Appoint and remove auditors, lawyers and other professional contracted to support the Board. Approve the co-option, appointment and removal of persons and Chair to the LGB
	Elect (or remove) the Chair and Vice-Chair of the Board annually. Approve the Scheme of Delegation of powers and responsibilities.
Finance	To determine levels of expenditure and authorisations within the trust and at each constituent academy, including approving the annual budget, allocating finance to individual academies, using the funding formula allocations as a guide but being sensitive to individual school circumstances. Approve the annual report, returns and accounts. Ensure all insurances are in place.
People and Leadership	Approve the terms and conditions of employment. Co-ordinate and participate in appointments of executive staff and senior leaders. Review the effectiveness of leadership and management structures. Workforce remodelling and ensuring cross-academy collaborations for efficiency and effectiveness.

SCHEDULE 2 The Basildon Academies Trust Board

Name	Term of office	Responsibility
Deirdre O'Donoghue	01/09/24 – 31/08/27	Chair of the Trust Board, Trustee
Keith Bobbin	11/02/22 – 31/08/27	Trustee
Gary Smith	11/02/22 – 31/08/27	Accounting Officer, Trustee
Louise Sherman	12/02/25 - 13/02/28	Trustee
Leah-Marie Smith	11/02/22 – 31/08/27	Trustee
Owen South	20/07/22 – 31/08/27	Trustee, Vice Chair
Alison Paveling	01/06/24 – 01/10/27	Trustee
Maxine Newell	01/09/24 – 20/11/27	Trustee

Governance Professional to the Trust: Geoff Slide