



SEAX Trust

Board of Trustees Terms of Reference

Including Terms of Reference for Sub-Committees of the Board

As agreed by the Board of Trustees: October 2025



Board of Trustees Terms of Reference

1.	Constitution	<p>The Trustees shall exercise duties and powers as set out in the Academy Trust’s Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time and in particular:</p> <p>1.1 To advance for the public benefit education by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum, the Object of the Academy Trust <i>(Article 4)</i>;</p> <p>1.2 To set out the Trust’s vision, ethos, values and principles;</p> <p>1.3 To expend the funds of the Academy Trust in furtherance of the Objective as they consider most beneficial and enter into contracts on behalf of the Academy Trust <i>(Article 94)</i>;</p> <p>1.4 To abide by the requirements of, and have regard to, the guidance in the Academy Trust Handbook, including approval of the annual budget in each Academy financial year;</p> <p>1.5 To prepare and submit the Annual Accounts Report & Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website <i>(Articles 129-131)</i>;</p> <p>1.6 To establish any Committee they deem appropriate (Article 100b) and to regulate their proceedings <i>(Articles 101)</i>;</p> <p>1.7. To establish Local Governance Groups, as well as Executive Committees <i>(Article 100a)</i> and to regulate their proceedings <i>(Articles 104)</i>;</p> <p>1.8. To appoint the Chief Executive Officer and Headteachers of the Academies <i>(Article 107)</i>,</p> <p>1.9 To delegate powers and functions to any Trustee, local governance group, Committee, CEO or Headteacher as they consider desirable (Article 105-6).</p> <p>1.10. The Trustees shall have the right to intervene in the governance of an Academy where it has serious cause for concern, including;</p>
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	<p>Strategic and financial responsibilities</p>	<ul style="list-style-type: none"> • Approve Trust Board Terms of Reference • Approve Trust Scheme of Delegation • Approve further academies joining the Trust • Approve the appointment of Local Governance Group members • Establish Trust Committees • Approve Trust Committee Terms of Reference • Approve Local Governance Group/ Executive Committee Terms of Reference • Elect (and remove) Trust Board Chair • Remove the Chair and/or Vice Chair of the Local Governance Group in exceptional circumstances such as those listed in clause 1.10 of these Terms • Remove Governors from Local Governance Groups in exceptional circumstances such as those listed in clause 1.10 of these Terms • Appoint (and remove) Chair(s) of Trust Committees, • Appoint (and remove) members of Trust • Appoint the Trust Governance Professional to the Trust Board and Clerk to the Local Governance Groups • Approve the annual SEAX Governance Calendar • Approve the list of statutory, mandatory or required policies including the determination of those that are Trust policies and those that are Academy policies • Monitor the performance of Local Governance Groups in fulfilling their responsibilities and accountabilities. <p>6.3 The Trust Board shall retain the following strategic and financial responsibilities:</p> <ul style="list-style-type: none"> • Approve the Trust Development Plan which shall include a statement of the Trust’s vision, ethos, values and principles, • Approve Academy Improvement Plan/post Ofsted Action Plan, and targets • Approve annual pay award for Headteachers • Appointment of the CEO • Approve any CEO pay decisions • Approve the Trust staff structure and complement and appointment of Trust staff • Approve the appointment of each Headteacher • Approve any re-structuring or redundancy of staff • Approve Trust Financial Regulations & Procedures • Approve Trust and Academy 1 Year and 3 year budgets • Approve Academy term dates and the hours of the school day • Approve the change, expansion or extension of provision for an Academy
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7.	Committees	<p>7.1 The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference and Membership to be agreed and reviewed at the first meeting of the Trust Board each school year, recognising that the Finance and Audit Committees (combined as Resources, Audit & Risk Committee) shall be permanently constituted as required by the Funding Agreement.</p> <p>7.2 The current Committee structure, Terms of Reference and Membership shall be detailed in Annex 1.</p> <p>7.3 7.3. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Trustees before a vote can be taken (<i>Article 101</i>).</p>
8.	Appointment of the Accounting Officer	<p>8.1 The Trustees shall appoint the CEO as Accounting Officer with personal responsibility to the Trust Board for financial and administrative matters including:</p> <ul style="list-style-type: none"> • Ensuring regularity and propriety • Prudent and economical administration • Avoidance of waste and extravagance • Efficient and effective use of available resources • Day to day organisation, staffing and management of the Trust
9.	Appointment of a Governance Professional	<p>9.1 The Trust Board may appoint a Company Secretary who shall not be a Trustee nor a Member. If a Governance Professional is not appointed then the Directors shall appoint a member of staff to carry out the functions below.</p> <p>9.2 The SEAX Director of Governance and Compliance will fulfil this role.</p> <p>9.3 The functions of the Governance Professional or appointed member of staff shall be to;</p> <ul style="list-style-type: none"> • Keep records such as registers of Trustees and Members • File documents and accounts at Companies House, being the named Company Secretary • Ensure that the Trust Board acts within its powers and that decisions are communicated and notified to relevant bodies, principally the DfE. • Be a point of contact for Members and Trustees to provide information to, for example email addresses, instruments of proxy and notices of resignation or disqualification. • Act as Chair when the Chair is being elected



		<ul style="list-style-type: none"> • Ensure Trust Board meetings are quorate • Keep a book of the minutes of the Trustees' meetings, as well as electronic storage of the minutes on Governor Hub • Convene meetings of Trustees by sending out written notice 7 clear days before the meeting • Keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and maintain a risk register <p>9.4 The Trust Board Governance Professional (previously known as the Clerk to the Trust Board) will be appointed annually in line with the Academy Trust Handbook. We should formally note this then</p>
10.	Trustees' Expenses	10.1 The Academy Trust shall reimburse exceptional expenses by Trustees in line with the relevant policy.
11.	General Data Protection Regulation	<p>11.1 Trustees and Local Governance Group members will ensure that the data they hold is:</p> <ul style="list-style-type: none"> • Processed lawfully, fairly and transparently • Collected for specified, explicit and legitimate purposes • Adequate, relevant and limited to what is necessary for the processing they will be doing with it • Kept no longer than is necessary • Secure and unauthorised or unlawful processing and accidently loss, destruction or damage. <p>11.2 Trustees will ensure that staff at each school will undertake annual GDPR training and that Trustees are responsible for their own updated GDPR training every year.</p>

Declaration

The Board of Trustees, at its meeting on 22nd October 2025 resolved to adopt these Terms of Reference. A copy has been forwarded to the Governance Professional for the formal Trust Board records. These Terms of Reference will be reviewed annually at the start of the academic year.

Signature

Sally Lockyer



Date of signature October 2025

Annex 1: Resources, Audit & Risk Committee Terms of Reference

Annex 2: Pay Committee Terms of Reference

Annex 3: Standards and Culture Committee Terms of Reference

Annex 4: Memorandum of Understanding of the Headteacher Group

Annex 1

Resources, Audit & Risk Committee Terms of Reference

1.	Constitution	1.1 The SEAX Trust Board of Trustees (the Trust Board) has established a Resources, Audit & Risk Committee, pursuant to Articles 100 to 101 of the SEAX Trust Articles of Association and following the Board Terms of Reference.
2.	Purpose	<p>2.2 The SEAX Multi Academy Trust Board of Trustees has resolved to establish a Resource, Audit & Risk Committee to advise the Board on matters relating to the Trust’s finance and audit arrangement, systems of internal control and to advise and aid the Board’s responsibility to ensure sound management of the Trust’s finances and resources, including proper planning, monitoring & probity.</p> <p>2.3 The Resource, Audit & Risk Committee is responsible to the Trust Board</p> <p>2.4 The Committee’s Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.</p>



		2.5 The establishment, Terms of Reference, constitution and membership of the Pay Committee shall be reviewed by the Trust Board from time to time.
3.	<p>Membership Committee Members</p> <p>The role of the CEO and other relevant staff</p> <p>Chair of the Committee</p> <p>Clerking arrangements</p> <p>Other attendees</p>	<p>3.1 The Resources, Audit & Risk Committee will comprise at least four Trustees.</p> <p>3.2 If Members had appointed the CEO as a Trustee, the CEO may attend the Committee as a voting member but will not take part in any audit discussions or decisions.</p> <p>3.3 The SEAX CFOO and Director of Finance & Procurement will also attend the RAR meeting, as well as on occasion the Director of HR, the Trust Estate Manager and the Trust IT Manager.</p> <p>3.4 The Chair of the Resources, Audit & Risk Committee will be appointed by the Trust Board in the first Board meeting of each academic year.</p> <p>3.5 In the event of a meeting taking place when the Chair is absent, members of the Committee will appoint an acting Chair from their number, for the duration of the meeting.</p> <p>3.6 The meeting will be clerked by the Director of Governance & Compliance.</p> <p>3.7 The Committee 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.</p> <p>3.8 Other Trustees are entitled to attend the meetings.</p>
4.	Quorum	4.1 The quorum will be three Trustees.
5.	Remit and Responsibilities of the Committee	<p>5.1 Subject to the detailed requirements of the Academy Trust Handbook, Funding Agreement and Financial Regulations of the Trust, the Committee will consider and advise the Board on the following functions, in line with the Scheme of Delegation:</p> <ul style="list-style-type: none"> • Finance functions • Audit functions • HR functions relating to staff cost analysis • Data Protection functions • Estate



		<ul style="list-style-type: none"> • IT network functionality and strategy • Risk • Sustainability strategy <p>5.2 Please refer to the SEAX Trust Scheme of Delegation for further details</p>
6.	<p>Proceedings of the Resources, Audit & Risk Committee</p> <p>Meeting frequency</p> <p>Notice of the meeting</p> <p>Declaration of interests</p> <p>Conflicts of interest</p> <p>Voting</p>	<p>6.1 The Committee will meet as often as is necessary to fulfil its responsibilities and not less than three times in every academic year. The meeting held at the end of the summer term will ratify the 1 year and 3 year budgets recommended by the individual Academies for the period of September to August, prior to approval by the Board of Trustees.</p> <p>The meeting held in November/December will approve the audited year end accounts, financial statements and accounting policies. These will be ratified by the Board and Members prior to submission to the Secretary of State (by 31 December) and filed with Companies House within stated timescales.</p> <p>6.2 The Director of Governance & Compliance will circulate an agenda for each meeting, together with any supporting papers at least one week in advance of the meeting, wherever possible.</p> <p>6.3 All members of the Resources, Audit & Risk Committee will complete a Declaration of Pecuniary Interests form at the start of the academic year, and should declare any new interests whenever they arise at the next Committee meeting.</p> <p>6.4 Each member of the Committee, if present at a meeting, must disclose their interest, withdraw from the meeting and not vote on a matter if:</p> <ul style="list-style-type: none"> • There may be a conflict between their interests and the interests of the Trust; • There is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or • They have a personal interest, e.g. where they and/or a close relative will be directly affected by a decision of the Committee <p>6.5 Every matter to be decided at a meeting of the Committee must be determined by a majority of the members present.</p> <p>6.6 Each Committee member present in person shall be entitled to one vote.</p>



		<p>6.7 Within 28 days of each meeting the Committee will:</p> <ul style="list-style-type: none"> • Produce and agree the minutes of the meeting • Escalate any items that require approval or further discussion to the Trust Board.



Annex 2

Pay Committee Terms of Reference

1.	Constitution	1.1 The SEAX Trust Board of Trustees (the Trust Board) has established a Pay Committee, pursuant to Articles 100 to 101 of the SEAX Trust Articles of Association and following the Board Terms of Reference.
2.	Purpose	2.1 The role of the Pay Committee is to ensure that the SEAX Trust Board is satisfied that process around pay decisions for staff is sufficiently robust. 2.2 The establishment, Terms of Reference, constitution and membership of the Pay Committee shall be reviewed by the Trust Board from time to time and at least annually.
3.	Membership Committee Members The role of the CEO Chair of the Committee Clerking arrangements Other attendees	3.1 The Pay Committee will comprise of four Trustees. 3.2 If Members had appointed the CEO as a Trustee, the CEO may attend the Committee as a voting member. 3.3 CEO pay is decided by the Trust Board. Therefore, there is no conflict of interest in the CEO voting in Pay Committee decisions. 3.4 The Chair of the Pay Committee will be appointed by the Trust Board in the first Board meeting of each academic year. 3.5 In the event of a meeting taking place when the Chair is absent, members of the Committee will appoint an acting Chair from their number, for the duration of the meeting. 3.6 The meeting will be clerked by the Director of Governance & Compliance. 3.7 The Committee 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.
4.	Quorum	4.1 The quorum will be three Trustees.
5.	Remit and Responsibilities of the Pay Committee	<p>5.1 The Committee will be responsible for:</p> <ul style="list-style-type: none"> • Recommending the SEAX Pay Policy for approval by the Trust Board • Considering and approving the recommendations of the Headteacher of each academy about awarding performance, including Upper Pay Range applications • Monitoring the outcomes of pay decisions • Checking the process operates fairly • Being aware of the impact of pay decisions on academy and therefore the Trust budget • Making sure pay appeals are managed in line with the Trust's Pay Policy • To recommend to the Board any award of special payments in line with the SEAX Trust Financial Regulations and Scheme of Delegation <p>5.2 Pay decisions relating to the CEO and the Academy Headteachers will be considered and recommended for approval by the Board of Trustees.</p>
	Pay decisions outside the Committee remit	
6.	Proceedings of the Meetings	<p>6.1 The Committee will meet as often as is necessary to fulfil its responsibilities and not less than three times in every academic year.</p> <p>6.2 The Director of Governance & Compliance will circulate an agenda for each meeting, together with any supporting papers at least one week in advance of the meeting, wherever possible.</p> <p>6.3 All members of the Pay Committee will complete a Declaration of Pecuniary Interests form at the start of the academic year and should declare any new interests whenever they arise at the next Committee meeting.</p>
	Meeting frequency	
	Notice of the meeting	
	Declaration of interests	



Standards and Culture Committee Terms of Reference

1.	Constitution	<p>1.1 The SEAX Trust Board of Trustees (the Trust Board) has established a Standards and Culture Committee, pursuant to Articles 100 to 101 of the SEAX Trust Articles of Association and following the Board Terms of Reference.</p> <p>1.2 The Standards and Culture Committee is responsible to the Trust Board</p>
2.	Purpose	<p>2.1 The SEAX multi academy trust Board of Trustees has resolved to establish a Standards and Culture Committee to advise the Board on matters relating to the Trust’s academies delivery of a high-quality educational experience for all pupils and students including curriculum, careers, outcomes and delivery of EHCPs. This will also include pupils’ personal development and the behaviour and attitudes of pupils</p> <p>The committee will also advise the board on all matters relating to the quality of teaching and support staff in each of the academies, including recruitment and retention of staff, quality of training and opportunities available to all. They will also advise the Board on leadership and management of each of the academies.</p> <p>The committee is also responsible for ensuring the quality and effectiveness of safeguarding across the Trust.</p> <p>The committee also provides information to the Board on staff well-being, and the views of the staff across the academies</p> <p>2.2 The Standards and Culture Committee is responsible to the Trust Board</p> <p>2.3 The establishment, Terms of Reference, constitution and membership of the Standards and Culture Committee shall be reviewed by the Trust Board from time to time and at least annually.</p>
3.	Membership	
	Committee Members	<p>3.1 The Standards and Culture Committee will comprise of at least three Trustees.</p>



	<p>Chair of the Committee</p> <p>Clerking arrangements</p> <p>Other attendees</p>	<p>3.2 If Members had appointed the CEO as a Trustee, the CEO may attend the Committee as a voting member.</p> <p>3.3 The Chair of the Standards and Culture Committee will be appointed by the Trust Board in the first Board meeting of each academic year.</p> <p>3.4 In the event of a meeting taking place when the Chair is absent, members of the Committee will appoint an acting Chair from their number, for the duration of the meeting.</p> <p>3.5 The meeting will be clerked by the Director of Governance & Compliance.</p> <p>3.6 The Committee 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.</p>
<p>4.</p>	<p>Quorum</p>	<p>4.1 The quorum will be three Trustees.</p>
<p>5.</p>	<p>Remit and Responsibilities of the Standards & Culture Committee</p>	<p>5.1 The Committee will be responsible for monitoring the overall performance of each academy and the effectiveness of the Executive Team in delivering the Trust’s strategic plan in relation to the following:</p> <ul style="list-style-type: none"> • Trust curriculum strategy is being delivered in all academies <ul style="list-style-type: none"> • Monitoring and scrutiny of data on attainment and achievement for all the academies • Academy improvement plan/post Ofsted action plan and leadership • Trust improvement and quality of intervention strategies and support • Safeguarding arrangements • Monitoring the impact and extent of partnership working and professional collaboration between academies • Monitor impact of professional development and strategy • Monitor impact of people strategy, including staff wellbeing, recruitment and retention and equality and diversity • To recommend certain policies for Board approval



		<p>5.2 Please refer to the SEAX Trust Scheme of Delegation for further details around the delegated powers of the Committee.</p>
<p>6. Proceedings of the Meetings</p> <p>Meeting frequency</p> <p>Notice of the meeting</p> <p>Declaration of interests</p> <p>Conflicts of interest</p> <p>Voting</p>		<p>6.1 The Committee will meet as often as is necessary to fulfil its responsibilities and not less than three times in every academic year.</p> <p>6.2 The Director of Governance & Compliance will circulate an agenda for each meeting, together with any supporting papers at least one week in advance of the meeting, wherever possible.</p> <p>6.3 All members of the Standards and Culture Committee will complete a Declaration of Pecuniary Interests form at the start of the academic year, and should declare any new interests whenever they arise at the next Committee meeting.</p> <p>6.4 Each member of the Committee, if present at a meeting, must disclose their interest, withdraw from the meeting and not vote on a matter if:</p> <ul style="list-style-type: none"> • There may be a conflict between their interests and the interests of the Trust; • There is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or • They have a personal interest in any decision taken at the Committee <p>6.5 Every matter to be decided at a meeting of the Committee must be determined by a majority of the members present. In the event of a split vote, the issue in question will be escalated to the full Trust Board.</p> <p>6.6 Each Committee member present in person shall be entitled to one vote.</p> <p>6.7 Within 28 days of each meeting the Committee will:</p> <ul style="list-style-type: none"> • Produce and agree the minutes of the meeting • Escalate any items that require approval or further discussion to the Trust Board.



Annex 4

Memorandum of Understanding

HEADTEACHER GROUP

Membership

CEO

All Headteachers SEAX Academies

- Grove House School
- Kingswode Hoe School
- Langham Oaks School
- Thriftwood School & College
- The Hawthorns School
- SEAX Director of Education

Purpose of the group

- Work collaboratively to improve outcomes for children and young people within the Trust Academies.
- Drive Trust and Academy Improvement resulting in all academies receiving positive Ofsted outcomes
- Provide a programme of high-quality professional development ensuring continued success and achievement of pupils and staff.
- Provide dedicated headship time, mutual professional and emotional support.
- To celebrate the achievements of each academy and the Trust and actively contribute to the development of future provision.
- To support the work of the Trustees.

Meetings

Every 3 – 4 weeks. This is in addition to weekly virtual catch-ups with the CEO

