



SEAX Board of Trustees Terms of Reference

Removing barriers. Widening opportunity. Creating futures

1. Constitution

The Board of Trustees exercises all duties, powers and responsibilities set out within:

- The Trust's Articles of Association;
- Funding Agreements;
- The Academy Trust Handbook;
- Companies Act requirements;
- Charity law requirements;
- All other relevant legislation and statutory guidance.

The Board is ultimately accountable for the conduct, performance and sustainability of the Trust and its academies.

The Board may delegate functions through the Scheme of Delegation but retains overall accountability for all decisions made in the name of the Trust.

2. Purpose of the Board

The Board exists to provide strategic leadership, stewardship and assurance for the Trust. In doing so, Trustees work collectively to:

- Advance the Trust's charitable purpose and public benefit.
- Safeguard and promote the Trust's vision, values and culture.
- Ensure every child and young person receives an ambitious, high-quality and inclusive educational experience.
- Support the development of a sustainable and resilient organisation capable of delivering long-term impact.
- Create the conditions in which academies, leaders and staff can flourish.
- Use public funds responsibly and effectively.



- Ensure accountability for educational outcomes, financial performance and organisational effectiveness.

The Board's focus is strategic rather than operational.



3. Governance Principles

The Board undertakes its work through the following principles.

Principle	Response
Strategic Leadership	The Board focuses on long-term direction, sustainability and impact rather than day-to-day management.
Subsidiarity	Decisions should be taken at the most appropriate level within the Trust, with authority delegated wherever possible and appropriate.
Intelligent Assurance	Trustees seek assurance through evidence, professional dialogue, first-hand understanding and triangulated information rather than reliance on compliance measures alone.
Trust and Belonging	The Board promotes a culture in which pupils, families, staff and stakeholders feel valued, respected, connected and included.
Collaboration	The Board views collaboration, professional learning and knowledge sharing as core drivers of improvement across the Trust.
Continuous Improvement	The Board expects a culture of reflection, learning and continual development within every academy and service.



4. Strategic Responsibilities of the Board

The Board retains ultimate responsibility for four interconnected areas.

A. Vision, Strategy and Growth

The Board will:

- Determine and regularly review the Trust's vision, values and strategic priorities.
- Approve the Trust Development Plan.
- Monitor delivery and impact of strategic objectives.
- Oversee the Trust's growth and organisational development.
- Make decisions regarding academy transfers, expansions or significant organisational change.
- Ensure the Trust remains responsive to the changing needs of children, families and communities.

B. Quality, Inclusion and Culture

The Board will:

- Assure itself that all academies provide high-quality education, care and support.
- Monitor outcomes and progress for pupils across all academies.
- Ensure effective safeguarding arrangements are in place.
- Promote inclusion, equality and achievement for all learners.
- Monitor personal development, behaviour and preparation for adulthood.
- Promote a culture of trust, belonging and participation.
- Seek assurance that all pupils receive equitable opportunities regardless of academy attended.
- Monitor the effectiveness of improvement activity across the Trust.

C. People, Leadership and Organisational Capacity

The Board will:

- Appoint, support, challenge and appraise the CEO.
- Ensure strong leadership throughout the Trust.
- Monitor leadership succession and workforce planning.



- Promote staff wellbeing and organisational health.
- Receive assurance regarding recruitment, retention and workforce stability.
- Ensure effective professional development and leadership development arrangements.
- Promote collaboration and learning through Trust-wide communities of practice and professional networks.

D. Resources, Risk and Sustainability

The Board will:

- Ensure effective stewardship of public funds.
- Approve annual and medium-term financial plans.
- Oversee audit, risk and internal scrutiny arrangements.
- Ensure compliance with regulatory and statutory requirements.
- Monitor the effectiveness of estates, technology and infrastructure strategy.
- Ensure the long-term financial and operational sustainability of the Trust.
- Oversee environmental sustainability priorities and commitments.

5. Strategic Assurance Framework

The Board will receive assurance relating to:

Educational Quality	• Quality of education • Outcomes and progress • Curriculum effectiveness • Preparation for adulthood
Safeguarding and Inclusion	• Safeguarding effectiveness • Attendance and engagement • Equality and inclusion • Pupil wellbeing
Trust and Belonging	• Pupil voice • Staff voice • Parent and stakeholder engagement • Organisational culture
Workforce and Leadership	• Recruitment and retention • Staff wellbeing



	• Professional development • Leadership capacity
Organisational Improvement	• School improvement • Trust improvement • Collaboration across academies • Communities of practice
Resources and Sustainability	• Finance • Estates • ICT • Risk management • Compliance

In seeking assurance, Trustees will triangulate information from performance reports, audit activity, stakeholder feedback, academy visits and professional dialogue.

6. Delegation and Accountability

The Board delegates responsibilities through the Trust Scheme of Delegation.

The Board may establish:

- Board Committees;
- Local Governance Groups;
- Executive Groups;
- Advisory Groups;
- Task and Finish Groups.

Delegation does not remove accountability. The Board remains accountable for all statutory responsibilities and reserves the right to intervene where serious concerns arise relating to:

- Educational standards;
- Safeguarding;
- Leadership capacity;
- Financial management;
- Regulatory compliance;



- Organisational effectiveness.

7. Board Membership

The composition of the Board shall be determined by the Articles of Association.

The Board will collectively maintain an appropriate balance of:

- Educational expertise;
- SEND expertise;
- Financial expertise;
- Human resources expertise;
- Governance expertise;
- Legal and compliance expertise;
- Strategic leadership experience;
- Community and stakeholder perspectives.

Trustees will participate in ongoing development to ensure the Board remains effective and informed.

Trustee terms of office is four years

8. Meetings

The Board shall meet at least five times each academic year and additionally as required.

The annual governance calendar will set out:

- Board meetings;
- Committee meetings;
- Strategic review sessions;
- Annual governance evaluation activities.

The Board will seek to organise its work around strategic discussion, assurance and decision-making rather than detailed operational reporting.

Meetings may be held in person, virtually or through a hybrid arrangement.

Quorum for meetings will be three Trustees, or one-third of all voting Trustees, whichever number is higher.



9. Board Leadership

The Board shall appoint a Chair and Vice-Chair annually.

The Chair is responsible for:

- Providing effective governance leadership;
- Supporting constructive challenge;
- Ensuring effective Board performance;
- Promoting positive relationships between Trustees, Members and executive leaders;
- Supporting effective succession planning.

The Vice-Chair shall deputise where required.

10. Relationship with the CEO

The Board delegates day-to-day leadership and management of the Trust to the CEO.

The CEO is accountable to the Board for:

- Delivery of the Trust strategy;
- Organisational performance;
- Educational quality;
- Financial management;
- Leadership of the executive team;
- Implementation of Board decisions.

The relationship between the Board and CEO shall be characterised by trust, openness, support and constructive challenge.

11. Governance Professional

The Board shall appoint a suitably qualified Governance Professional.

The Governance Professional will:

- Advise on governance, constitutional and procedural matters;



- Support the effectiveness of the Board and Committees;
- Ensure compliance with governance requirements;
- Maintain statutory records and registers;
- Support annual governance review and development activities.

12. Review of Effectiveness

The Board will review:

- Its own effectiveness;
- Trustee skills and succession planning;
- Committee structures;
- The Scheme of Delegation;
- Governance impact.

This review will take place annually and inform future development priorities.

Declaration

The Board of Trustees adopted these Terms of Reference 21st October 2026

These Terms of Reference will be reviewed annually and whenever significant changes in legislation, regulation or the Trust's operating model require revision.



Appendix 1: Governance Structure and Committee Purpose

How Governance Works at SEAX Trust

The Board of Trustees is the Trust's ultimate decision-making body and retains accountability for the performance, sustainability and strategic direction of the Trust.

The Board delegates defined responsibilities through the Scheme of Delegation, allowing detailed scrutiny, professional challenge and informed recommendations to be undertaken at the most appropriate level.

Committees do not exist to duplicate the role of the Board. Instead, they help the Board fulfil its responsibilities by:

- Undertaking deeper scrutiny of key areas.
- Providing constructive challenge to executive leaders.
- Seeking assurance on behalf of the Board.
- Testing the effectiveness of strategy and implementation.
- Escalating concerns, risks or recommendations.
- Supporting informed decision-making by the Board.

Together, the Board, Committees, Local Governance Groups and Executive Leadership Team form an interconnected governance system focused on improving outcomes for children and young people.

Appendix 2: Resources, Audit and Risk Committee

Purpose

The Resources, Audit and Risk Committee supports the Board in ensuring that Trust resources are used effectively, risks are managed appropriately and the organisation remains financially sustainable.

The Committee provides scrutiny of:



- Financial performance and sustainability.
- Audit and internal scrutiny.
- Risk management.
- Estates strategy and compliance.
- IT and digital infrastructure.
- Workforce cost analysis.
- Data protection and information governance.
- Environmental sustainability.

The Committee supports the Board by:

- Testing financial assumptions and forecasts.
- Providing assurance regarding financial controls and compliance.
- Assessing significant risks and mitigation strategies.
- Considering the long-term sustainability of decisions.
- Making recommendations to the Board on major financial and governance matters.

Membership

At least four Trustees, with a quorum of three

Success looks like:

The Trust is financially stable, well-controlled, appropriately resourced and capable of delivering its strategic ambitions over the long term.



Appendix 3: Education, Quality and Culture Committee

Purpose:
The Education, Quality and Culture Committee supports the Board in assuring the quality, consistency and impact of education, care and support across the Trust.
The Committee provides scrutiny of:
• Educational outcomes and progress. • Quality of education and curriculum. • Academy improvement. • Safeguarding. • Inclusion and equality. • Personal development and preparation for adulthood. • Trust and belonging. • Staff wellbeing. • Professional development and workforce culture. • Improvement activity across the Trust.
The Committee supports the Board by:
• Testing whether strategic priorities are improving outcomes for pupils. • Evaluating the effectiveness of improvement strategies. • Monitoring the impact of collaboration across academies. • Seeking assurance that vulnerable learners are well supported. • Providing recommendations to strengthen educational quality and culture.
Membership
At least four Trustees, with a quorum of three



Success looks like:

Every academy delivers a high-quality and inclusive experience, staff are supported to thrive and pupils achieve positive outcomes regardless of where they attend within the Trust.

Appendix 4: Pay Committee**Purpose**

The Pay Committee supports the Board by providing independent oversight of pay decisions and ensuring pay arrangements remain fair, transparent, sustainable and aligned with organisational priorities.

The Committee provides scrutiny of:

- Application of the Trust Pay Policy.
- Workforce reward decisions.
- Performance-related awards.
- Equality and consistency of decision-making.
- Affordability and sustainability of pay decisions.

The Committee supports the Board by:

- Providing assurance regarding the integrity of pay processes.
- Testing recommendations from executive leaders.
- Ensuring decisions are evidence-based and equitable.
- Recommending matters requiring Board approval.

Membership

At least four Trustees, with a quorum of three
Success looks like:
Pay decisions are fair, transparent, sustainable and support the recruitment, retention and motivation of high-quality staff.

Appendix 5: Local Governance Groups

Purpose
Local Governance Groups provide local insight, stakeholder connection and contextual understanding to strengthen governance across the Trust.
The Committee supports the Board by:
• Acting as the Trust's eyes and ears within each academy community. • Understanding the lived experiences of pupils, families and staff. • Providing local challenge and support. • Monitoring implementation of Trust strategy. • Escalating strengths, risks and emerging issues.
Membership
LGGs should typically include: • 5–8 members • Family representatives • Community members • Individuals with relevant experience or expertise • A Link Trustee



Success looks like:

The Board benefits from rich local intelligence whilst maintaining a coherent Trust-wide approach to improvement and accountability.

Appendix 6: Headteacher Group**Purpose**

The Headteacher Group is not a governance committee. It is a professional leadership forum that enables collaboration, shared learning and collective responsibility for Trust improvement.

The Committee supports the Trust Through:

- Leading Communities of Practice.
- Sharing expertise and specialist knowledge.
- Developing collective solutions to common challenges.
- Driving improvement across academies.
- Supporting leadership development.
- Shaping Trust strategy through professional insight.

Membership

- CEO
- Headteachers of all schools
- School improvement leads

Success looks like:

Leaders work collectively rather than independently, expertise is shared across the Trust and improvement becomes a shared endeavour rather than an individual responsibility.

Appendix 7: Governance Model Summary

The Board governs through a combination of:

Direction	Setting vision, strategy and priorities.
Scrutiny	Delegated committees undertaking detailed review and challenge.
Assurance	Receiving triangulated evidence regarding performance and risk
Decision making	Retaining responsibility for key strategic and statutory decisions.
Improvement	Supporting a culture of learning, collaboration and continuous development across the Trust.

Through this model, governance contributes not only to accountability, but also to the creation of a connected, sustainable and high-performing Trust that improves outcomes and life chances for children and young people.

