



## **Terms of Reference: Trust Full Board**

The Trust Board upholds the mission of St Raphael the Archangel Catholic Multi-Academy Trust by providing strategic leadership, effective oversight and robust accountability, so that Catholic education flourishes in service of the common good.

### **1. Purpose**

To provide strategic leadership and governance for the Trust, preserve and develop its Catholic character and ensure the delivery of high-quality, inclusive Catholic education across all its schools.

The Board is the Trust's legally accountable decision-making body and remains accountable for all responsibilities delegated through the Scheme of Delegation.

### **2. Key Responsibilities**

The Board shall:

#### **A. Catholic Life and Mission**

- Uphold the Objects, Catholic character, mission and ethos of the Trust.
- Ensure compliance with Canon Law, the Trust Deed, Bishop's Directives and Diocesan Protocols.
- Ensure prayer, liturgy, Religious Education and Catholic Social Teaching are central to the life of the Trust.
- Monitor progress against the Strong and Flourishing CMAT Framework.

#### **B. Strategy and Educational Standards**

- Set and monitor the Trust's vision, values, strategy and CMAT Development Plan.
- Ensure high-quality, inclusive education and high standards for all pupils, particularly those who are disadvantaged or marginalised.
- Monitor educational performance, safeguarding, attendance, SEND, pupil premium and school improvement.
- Ensure the needs of schools, parishes and their communities inform Trust strategy.

#### **C. Executive Leadership and Workforce**

- Appoint, support and hold the CEO and Executive Leadership Team to account.
- Oversee the CEO's performance management.

- Approve the Trust's workforce strategy and related policies.
- Ensure effective leadership, succession planning, staff development and wellbeing.

#### **D. Finance, Risk and Compliance**

- Approve the annual budget and three-year financial forecast.
- Ensure the Trust remains financially sustainable, solvent and able to operate as a going concern.
- Monitor financial performance, value for money, risk, internal controls and statutory compliance.
- Approve the annual report and accounts.
- Oversee safeguarding, health and safety, estates, cybersecurity and business continuity.

#### **E. Governance and Accountability**

- Approve and review the Scheme of Delegation annually.
- Establish Board committees and approve their membership and Terms of Reference.
- Appoint Lead Directors for the areas identified in the Scheme of Delegation.
- Receive assurance from committees and Local Governing Bodies.
- Review the effectiveness, skills and composition of the Board and provide appropriate induction and development.
- Manage conflicts of interest and related-party transactions appropriately.

### **3. Reserved Responsibilities**

The Board shall not delegate:

- Preservation and development of the Trust's Catholic mission and educational character.
- Approval of the consolidated annual budget.
- Responsibility for the solvency of the Trust and its schools.
- Appointment of the Clerk to the Board.
- Modification or revocation of the Articles of Association.
- Approval and review of the Trust's Scheme of Delegation.

The appointment of senior Catholic posts and approval of individual academy budgets may only be delegated to a Local Governing Body where permitted by the Articles and Scheme of Delegation.

#### **4. Composition**

- Membership shall be determined in accordance with the Articles of Association and Scheme of Delegation.
- Foundation Directors must exceed all other Directors by at least two.
- The Chair and Vice-Chair shall be elected from among the Foundation Directors.
- All Directors must complete the required checks and sign the Undertaking to uphold the Trust's Objects before undertaking their duties.
- The CEO, Chief Financial Officer and other officers may attend in an advisory capacity but are not entitled to vote unless appointed as Directors in accordance with the Articles.

#### **5. Catholic Ethos and Conduct**

Directors shall:

- Act in the best interests of the Trust and its Catholic mission.
- Apply the principles of Catholic Social Teaching, including solidarity, subsidiarity and stewardship.
- Observe the Nolan Principles of Public Life.
- Exercise collective responsibility, independent judgement and effective scrutiny.
- Declare and appropriately manage actual or potential conflicts of interest.
- Maintain confidentiality where required.

#### **6. Committees and Delegation**

The Board delegates detailed scrutiny to:

- Flourishing Catholic Standards Committee
- Finance and Operations Committee
- Audit and Risk Committee
- Catholic Workforce Committee

Delegation does not remove the Board's overall accountability. All delegated authority must be exercised in accordance with the Articles of Association, Scheme of Delegation and committee Terms of Reference.

Regional Governance provisions contained in the Scheme of Delegation do not apply during the academic year September 2026 to August 2027.

## **7. Meetings and Quorum**

- The Board shall meet at least three times during each academic year.
- Additional meetings may be convened where required.
- Notice and the agenda shall normally be circulated at least seven clear days before the meeting.
- The quorum shall be three Directors or one-third of Directors in office, rounded up, whichever is greater.
- Decisions shall be made by majority vote. Where votes are equal, the Chair shall have a casting vote.
- Directors with a relevant conflict of interest shall not participate in the discussion or vote and shall not count towards the quorum for that item.
- Minutes shall be taken, approved and retained in accordance with the Articles.

## **8. Chair's Action**

The Chair may take urgent action between meetings only where delay would be seriously detrimental to the Trust or one of its schools and the matter cannot reasonably await a Board meeting.

Chair's Action may not be used for:

- Admissions decisions.
- Executive pay decisions.
- Financial decisions.

Any Chair's Action shall be reported to the next Board meeting.

## **9. Reporting and Assurance**

The Board shall receive appropriate reports and assurance from:

- The CEO and Executive Leadership Team.
- Board committees.

- Local Governing Bodies.
- Lead Directors.
- Internal and external auditors.
- Other advisers or assurance providers, as required.

The Board may require further information, investigation or remedial action where assurance is insufficient.

### **10. Review of Terms of Reference**

These Terms of Reference shall be reviewed annually and approved by the Board to ensure continued alignment with the Articles of Association, Scheme of Delegation, diocesan requirements, statutory obligations and the Trust's mission.

*Forming Christ-centred pilgrims of hope with kind hearts, questioning minds, a thirst for knowledge and a hunger for justice.*