



# WHAT DOES A TRUSTEE DO?

## TRUSTEE BOARD

Trustees of an academy trust are both trustees of the charity and directors of the company limited by guarantee. The Charities Act 2011 defines charity trustees as the people responsible under the charity's governing document for controlling the administration and management of the charity, regardless of what they are called. They are known collectively as the Trustee Board.

## LEGAL DUTIES OF A TRUSTEE

Under charity law, trustees have the ultimate responsibility for directing the affairs of Castleman Academy Trust and ensuring that it is solvent, well run and delivering the charitable outcomes for which it has been set up. In law, trustees of Castleman Academy Trust have several legal duties, which are often described as those of compliance, care and prudence.

### *Duty of compliance – trustees must:*

- Ensure that the Trust complies with charity law, and with the requirements of the Education Funding Agency as regulator; in particular ensure that the charity prepares reports on what it has achieved and annual returns and accounts as required by law;
- Ensure that the Trust does not breach any of the requirements or rules set out in its governing document, funding agreement or the Academies Financial Handbook and that it remains true to the charitable purpose and objects set out there;
- Comply with the requirements of other legislation and other regulators which govern the activities of the Trust;
- Act with integrity and avoid putting themselves in a position where their duty to the charity conflicts with their personal interest or loyalty to any other person or body.

### *Duty of care – trustees must:*

- Use reasonable care and skill in their work as trustees, using their personal skills, knowledge and experience as needed to ensure that the Trust is well run and efficient;
- Consider getting external professional advice on all matters where there may be material risk to the Trust, or where the trustees may be in breach of their duties.

### *Duty of prudence – trustees must:*

- Ensure that the Trust is, and will remain, solvent;
- Use the Trust's funds and assets reasonably and responsibly and only in furtherance of the Trust's charitable objects;

- Avoid undertaking activities that might place the Trust's endowment, funds, assets or reputation at undue risk;
- Take special care when investing the Trust's funds, or borrowing funds for the Trust to use.

## **SPECIFIC DUTIES OF TRUSTEES OF CASTLEMAN ACADEMY TRUST**

To contribute to the work of the trustee board in ensuring high standards of achievement for all children and young people across the Trust.

### **STRATEGIC DIRECTION**

Trustees must ensure that the Trust has a clear vision, mission and strategic direction that will enable the Trust to fulfil its charitable objects and is focused on achieving these. Trustees must work in partnership with the CEO and other senior staff to ensure that:-

- The Trust has a clear vision, set of values and strategy, and that there is a common understanding of these by trustees, members, staff and those sitting on academy committees;
- Operational plans and budgets support the vision and strategy;
- The views of stakeholders (parents, pupils, local community and staff) are regularly sought and considered;
- There is regular review of the external environment for changes that might affect the Trust (political, financial, demographic, competitive, partnerships, alliances);
- There is regular review of the need for the Trust and for the services it provides or could provide, and regular review of strategic plans and priorities.

### **PERFORMANCE OF THE TRUST**

Trustees are responsible for the performance of the Trust, for its impact upon stakeholders and for its corporate behaviour:

- To ensure that the Trust measures its impact and progress towards its strategic objectives and to regularly consider reports on the Trust's performance;
- To ensure that there are policies, including effective employment policies, to direct key areas of the charity's business;
- To ensure that the Trust's values are understood and put into practice by trustees and staff;
- To ensure that there are complaints systems in place for stakeholders;
- To ensure that there are processes for members, trustees, staff and other stakeholders to report activity which might compromise the effectiveness of the Trust;
- To recruit the CEO and to hold him/her to account for the management and administration of the charity;
- To ensure that the CEO receives regular, constructive feedback on his/her performance in managing the charity and in meeting his/her annual and longer term objectives.

*To support Trustees in this work, member schools have 'School Standards Boards'. These boards monitor, evaluate and scrutinise school performance at a more detailed level to assure Trustees that schools are providing the very best education possible. They also report back to the Trust Board and make recommendations regarding policy, resourcing and curriculum, ensuring schools have a voice at Board level.*

## **COMPLIANCE**

Trustees must ensure that the Trust complies with all legal and regulatory requirements:

- To ensure, with professional advice as appropriate, that the Trust complies with all constitutional, legal, regulatory and statutory requirements;
- To understand and comply with the Articles of Association and rules that govern the Trust, and to review the Articles regularly (at least every three years) to ensure they are fit for purpose.

## **PRUDENT MANAGEMENT OF RESOURCES**

Trustees must be stewards of the Trust's assets, both tangible and intangible, taking cover over their security, and how they are used:

- To ensure that the Trust's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded;
- To act reasonably and prudently in all matters relating to the Trust and always in the interests of the Trust;
- To ensure that trustees take professional advice when needed, and record the advice received;
- To be accountable for the solvency of the Trust;
- To ensure that the Trust acts in accordance with employment law and that the Trust exercises a duty of care to its employees;
- To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the Trust's good name and reputation are recognised, used and safeguarded;
- To review the condition and use of the assets owned by the Trust;
- To ensure that the major risks to the Trust are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.

## **GOOD GOVERNANCE**

Trustees must ensure that the Trust's governance is of the highest possible standard:

- To ensure that the Trust has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects, and reflects the diversity of its stakeholders;
- To ensure that there are effective mechanisms for individual schools within the trust to be both supported and held to account by the governance structure;
- To ensure that decisions are made with a view to promoting the education and wellbeing of children and young people;
- To ensure that board decisions are recorded in writing by means of minutes;
- To ensure that the board's delegated authority is recorded in a Scheme of Delegation for board committees, job descriptions for honorary officers, trustees and key staff, and that reporting procedures back to the board are recorded in writing and complied with;

- To ensure that the responsibilities delegated to the CEO are clearly expressed in the Scheme of Delegation and understood, and directions given to him/her come from the Board as a whole or other properly authorised route;
- To ensure that the board regularly reviews the Trust's governance structure and its own performance, to an agreed programme;
- To ensure that major decisions and policies are made by the trustees acting collectively;
- To ensure that the board has within its membership the skills it requires to govern the Trust well;
- To ensure that the Board has access to, and considers, relevant external professional advice and expertise;
- To ensure that there is a systematic, open and fair procedure for recruitment of trustees and of the CEO;
- To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individually and collectively);
- To ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the Trustee Code of Conduct.

In order to perform this role well, a Trustee is expected to:

- Attend relevant training and development events;
- Attend meetings and read all the papers before the meeting;
- Act in the best interest of all member schools;
- Behave in a professional manner, including acting in strict confidence.

**Time commitment:** Under usual circumstances, you should expect to spend between 10 and 20 days a year on your governing responsibilities, although this is the top end of this commitment. Initially, we would expect your commitment to be nearer 10 days a year. However, there may be periods when the time commitment may increase, for example when recruiting staff.

Under Section 50 of the *Employment Rights Act 1996*, if you are employed, then you are entitled to 'reasonable time off' to undertake public duties; this includes school governance. 'Reasonable time off' is not defined in law, and you will need to negotiate with your employer how much time you will be allowed.

**Expenses** Trustees may receive out of pocket expenses incurred as a result of fulfilling their role as trustee, and NGA recommends that a trust board should have such an expenses policy. Payments can cover incidental expenses, such as travel and childcare, but not loss of earnings.

**Safeguarding** In line with statutory expectations, trustees will be expected to undertake a Disclosure and Barring Service check and a Section 128 check for safeguarding purposes.