

Astrea Academy Trust (the “Trust”)

Transition Management Board (TMB) Terms of Reference

Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Board**) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established two different types of committee:

- main Board committees which are established to deal with Trust-wide matters such as Education; HR; Finance, Risk and Audit; Remuneration (**Board Committees**); and
- local governing bodies which are established by the Board to support the effective operation of the Academies, which are known in practice as Local Education and Consultative Committees (**LECCs**). However, Transition Management Board (**TMBs**) may be set up in its place whereby rapid turnaround of an Academy is needed before establishing an LECC with delegated responsibility

The Transition Management Board’s primary role is to support the transition of the School to becoming an Astrea Academy and to facilitate the establishment of a LECC to whom delegated responsibility can be given. The TMB will have been established by Astrea and may have been appointed before the School formally joined Astrea.

The TMB will ensure that the Strategic Plan for the Academy is being implemented and will advise on the development and review of the Plan, looking at four key areas of action; leadership & governance, teaching & learning, facilities & resources and finance. The TMB’s over-riding focus is achieving continuing school improvement and, if appropriate, the rapid turnaround of the Academy. The TMB is accountable to the Astrea Academy Trust Board for the progress of the Academy. TMB members must conduct themselves, and the work of the TMB in line with the Astrea vision and values.

The Board will review these Terms of References together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

Date for next review:

[date]

Establishing the Committees

The Board has resolved to establish LECCs and TMBs for its Academies each as a separate committee of the Board. An LECC/TMB may act in respect of two or more Academies. See separate Terms of Reference for LECC s [here](#) (input link when online).

1 Membership - TMBs

- 1.1 Each TMB operating in respect of one Academy shall, unless the Board resolve otherwise, have a minimum of three members and a maximum of twelve members, one of whom will be a member of the Executive team.
- 1.2 Each TMB operating in respect of two or more Academies shall, unless the Board resolve otherwise, have a minimum of seven members and a maximum of fourteen members, one of whom will be a member of the Executive team.
- 1.3 Membership can be drawn from the local community and are all appointed by Astrea, who will ensure the members have both the capacity and skills to work intensively within the Academy, providing advice and challenge to the Academy's staff and building on existing links with the community. In preparation for transition to a full LECC, membership should aim to follow as (unless the Board resolve otherwise):
 - Up to two parent members;
 - Up to two staff members;
 - the Principal of each academy;
 - up to four persons suitable to be appointed by the Board (approved by the The Link Trustee in practice);
 - up to three other persons suitable for co-option by members of the LECC after conversion to a full LECC;
- 1.4 The Trustees shall:
 - 1.4.1 determine all matters relating to, an election of parent members, including any question of whether a person is a parent of a registered pupil at an Academy. When a vacancy arises, the Principal(s) will write to all parents at the Academies in question seeking parents to nominate themselves for the vacancy. Nominees will be asked to provide a personal statement identifying their skills and suitability for the role. This will be assessed against the current DfE Competency Framework prior to a decision of suitability being taken. In the event that the number of suitably experienced nominees equals or is less than the number of vacancies, the TMB can choose to appoint all (or any) of those nominated. If there are more nominees than places available, the Principal(s) will write to all parents at the Academies in question asking them to vote for their preferred candidate. However, in the instance of surplus suitable nominees, parents may be put forward as trust appointed/co-opted instead, that is, as long as they do not form the majority of these other types of appointments.

- 1.5 The TMB may appoint members whose skills match areas of the current DfE Competency Framework and this extends to staff members of the board.
- 1.6 In regards to the term of office, operating a TMB is not intended to be a long-term arrangement and a target date for conversion to a LECC will be identified in each case. This will be determined by a Director of Education in conjunction with the TMB and reviewed as necessary. Any initial period will aim to be no greater than 12 months.

2 Chairs

- 2.1 The Astrea Chief Executive will appoint the Chair of the TMB or delegate this role to other staff members.
- 2.2 The TMB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

3 Authority, remit and responsibilities of the TMB

- 3.1 Each TMB shall be responsible for the matters as set out below in Appendix 2.
- 3.2 Each TMB is authorised by the Board to:
 - 3.2.1 carry on any activity authorised by these Terms of Reference; and
 - 3.2.2 seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.
- 3.3 The establishment of any new sub-committees other than ad hoc working groups required to deal with specific issues, must be agreed in advance with the Board.

4 Proceedings of TMB meetings

- 4.1 The TMB will meet at least twice a term, more if necessary.
- 4.2 The quorum for the transaction of the business of an TMB shall be three TMB Members.
- 4.3 The relevant Principal(s) shall ensure that a clerk is provided to take minutes at meetings of the TMBs.
- 4.4 Every matter to be decided at a meeting of a TMB must be determined by a majority of the votes of the members present and voting on the matter.
- 4.5 Each TMB member present in person shall be entitled to one vote.
- 4.6 Where there is an equal division of votes the Chair shall have a casting vote.
- 4.7 A register of attendance shall be kept for each TMB meeting and published annually on the academy website respectively.

- 4.8 TMBs may invite attendance at meetings from persons who are not members 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.
- 4.9 References to the “Chair” shall in the absence of the Chair be deemed to be references to the chair of the relevant TMB meeting.

5 Conduct of Committee members

- 5.1 All TMB members shall observe at all times the provisions of the Trust’s code of governance and code of conduct.

6 Members’ Interests

- 6.1 TMB members are required to declare any business or other interests in any item being discussed at a meeting.
- 6.2 Each TMB member, if present at a meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
- 6.2.1 there may be a conflict between their interests and the interests of any of the Academies or the Trust;
 - 6.2.2 there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
 - 6.2.3 they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

7 Disqualification & Removal of TMB Members

- 7.1 A person shall be ineligible for appointment to an TMB and, if already appointed, shall immediately cease to be a member if the relevant individual:
- 7.1.1 is or becomes disqualified from holding office under the Trust’s Articles of Association;
 - 7.1.2 is or becomes disqualified from holding office as a governor of a school or academy;
 - 7.1.3 is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
 - 7.1.4 is barred from any regulated activity relating to children;
 - 7.1.5 is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

- 7.1.6 is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
 - 7.1.7 has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
 - 7.1.8 refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
 - 7.1.9 commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;
 - 7.1.10 is absent without the permission of the TMB Members from all their meetings held within a period of six months and the TMB Members resolve that his office be vacated;
 - 7.1.11 resigns his/her office by notice in writing to the relevant Chair;
 - 7.1.12 in the case of a Principal, they cease to be the Principal;
 - 7.1.13 their term of office expires and they are not re-appointed.
- 7.2 The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any TMB Member by written notice to the relevant Chair.

8 Reporting Procedures

- 8.1 Within 7 days of each meeting each TMB will:
- 8.1.1 produce and agree minutes of its meetings;
 - 8.1.2 provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board,

together the **TMB Summary Reports**.
- 8.2 The Summary Reports will be sent to the link trustee for TMBs within 7 days of each Committee meeting.
- 8.3 TMBs shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.
- 8.4 Each TMB will report on progress to the Astrea Trust Board as appropriate and will work flexibly with the wider Astrea Executive Team on progress, recommending further action as necessary and taking account of executive actions that may have a direct bearing on the detailed remit below.

Appendix 1: Remit and Responsibilities of the TMBs

Responsibility / Delegated Authority
Vision & Values
Support the actions of Astrea in developing and sustaining a clear educational vision and direction for Astrea and the Academy, which promotes learning and the moral, social and cultural development of pupils.
Assist with the communication of the Astrea vision and value partners within the Academy's community, reinforcing the Academy's identity as a school within the family of Astrea schools.
Influence the establishment of systems and procedures in the Academy, which recognise and prioritise collaborative working within Astrea where possible.
Influence the formulation of practices which reinforce Astrea's overall vision and aims as well as recognise the uniqueness of the Academy and the contribution it makes to the Astrea collective and to the community.
Compliance and Leadership
Advise on the development of a strategic plan for the Academy, which is consistent with Astrea's overall strategic objectives and identifies appropriate priorities for the Academy, targets for improvement and specific actions to be taken.
Advise and report to Astrea and the Trust Board (via the Link Trustee) on the implementation of the strategic plan, identifying any financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.
Be a 'critical friend' to the leadership team within the Academy, ensuring that there is sufficient challenge and feedback so that continuous improvements can be made and preparing the leadership team and TMB members for the transition to full delegated responsibility.
Have regard to the public sector equality duty in the performance of any duty.
Act in accordance with the terms of the Astrea Master and Supplemental Funding Agreements, the Astrea Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.
Ensure that at all times the Academy is meeting any legal requirements and duties.
Transitioning to a Local Education and Consultative Committee
Make preparations for transitioning to a Local Education and Consultative Committee. Acknowledging the dissolution of any previous governing body and working with those who had been governors to understand the expectations that Astrea has for those serving on a LECC.

Responsibility / Delegated Authority

Assess the available skills and capacity of those willing to form a new Astrea LECC for the Academy, explaining the role of members by reference to the Astrea Scheme of Delegation and emphasising the importance of working as a family of Astrea Academies which support and promote each other.

Encourage and facilitate the coming forward of individuals who can serve on a LECC, supporting the training of potential LECC members and leaders as appropriate and ensuring there is sufficient diversity of skills, appropriate experience and capacity to provide meaningful support and, in particular, challenge to the Academy's leadership team.

Report to the Director of Educations/the Astrea governance team on the progress for establishing the LECC, advising on the skills and capacity audit undertaken and the timescale for concluding the establishment of the LECC.

Recommend to the Trust suitable candidates for the appointment of Astrea LECC members, including suitable candidates for the position of Chair of the LECC who must be approved by Astrea (in order to be eligible to be appointed as chair by the LECC at their first meeting), and facilitate the election of the parent members if required.

Finance and Risk Monitoring

Monitor the budget, expenditure and income of the Academy, acknowledging any amounts to be set aside for central costs and reserves, contributing to any discussions initiated by the Trust Board and the Astrea Executive Team in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.

Monitor the introduction and use of systems of financial and risk reporting in respect of the Academy to Astrea and the Trust Board, reporting as required via the Link Trustee any specific risks which might jeopardise the fulfilment of the strategic plan for the Academy.

Following any Astrea policy for financial procedures, ensuring any contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy or the Trust Board to undue risk.

Curriculum and Standards

Advise Astrea and the Trust Board, as necessary, on the development of a curriculum which meets the Academy's specific needs and has regard to:

- any nationally recognised curriculum
- the obligation to provide religious education, sex education and physical education
- special educational needs
- national testing and attainment targets, and
- any teaching objectives and priorities adopted by Astrea and the Trust Board for all Academies.

Advise and report to Astrea on the targets for relevant Key Stages in the Academy,

Responsibility / Delegated Authority

supporting the leadership team in the Academy on action to be taken to maximise attainment and pupil progress and advising on the transition by pupils from one Key Stage to the next supporting the development of a personalised learning plan for each pupil.

Monitor and challenge the standards of teaching and learning in the Academy and agree with the leadership team specific actions to be taken to address areas of weakness, facilitating the sharing of best practice and the development of a training programme for staff, which draws on the strengths of the Academy and secures additional resources which meet needs.

Policy and Exclusion

To monitor the implementation of any Trust and Local level policies and approve policies at Local level (see the Policy Schedule on the website here), in accordance with guidance produced by the Department for Education and as advised by Astrea.

Consider (rejecting or affirming as appropriate) any decision of the Principal to exclude a pupil, reconsidering any decision to exclude if required to do so by any independent appeal panel established by Astrea to hear appeals against exclusions.

Staffing

In conjunction with Astrea and working with the Academy's leadership team, advise on the development of a staffing structure for the Academy, and, where appropriate, the sharing of resources between Astrea Academies.

Having regard to any advice of the Astrea Executive Team and on the instruction of the Directors of Education, support the Principal(s) as appropriate in appointing new staff to work in the Academy, such as attending interview panels.

Monitor and advise on standards of professional performance, staff appraisal and pay rises, ensuring that all affected staff of the Academy are kept informed and consulted as necessary.

Being available to provide support to the Academy's leadership team in the performance management/disciplinary/grievance procedures of staff and advising Astrea and the Trust Board of any areas of weakness or where additional support and/or training is required.

Estates and Resources

Monitor and ensure that appropriate and regular risk assessments are being carried out at the Academy.

Advise and report to Astrea on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding.

Responsibility / Delegated Authority

Monitor that any use of premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the Trust Board in relation to such matters

Delegation

The Transition Management Board may delegate any roles and responsibilities to the Principal of the Academy, subject to any requirements of Astrea. The Transition Management Board will ensure the gradual transfer of responsibility to the Principal, the leadership team and the LECC is done sensitively to help successfully deliver the Academy's long term strategic plan.