

Terms of Reference for Board of Directors, Resources Sub Board and Achievement and Standards Sub Board

1 Board of Directors

1.1 Purpose of the Board of Directors

As a charity and company limited by guarantee, the MAT is governed by a board of Directors who are responsible for, and oversee, the management and administration of the MAT and the academies run by the MAT.

The Board of Directors has three core functions:

- Setting the vision, ethos and strategic direction of the trust
- Holding the executive leadership to account for the educational performance and safeguarding of pupils, and the performance management of all staff
- Overseeing the financial performance of the MAT, ensuring that money is well spent.

The Board is accountable for all of the schools within the MAT but it has delegated some governance functions to sub-boards of directors and local academy committees.

1.2 Membership and Quorum

The Chair and Vice Chair of the MAT Board will be elected by the Board of Directors on a bi-annual basis at the first meeting in the autumn term.

In the absence of the Chair and Vice Chair, the Board will elect a temporary replacement from among the Directors who are present at the meeting.

Membership will be no fewer than 5 directors and quorum is a third of serving Directors. In the event of minimum membership, quorum will be 3.

1.3 Clerk to the Board of Directors

The Board of Directors will appoint the Clerk to the Board. The clerk will be someone other than a director, Headteacher or employee of the trust. The Board of Directors may also remove the clerk to the board.

1.4 Meetings

Directors will hold a full board meeting at least 3 times per academic year.

The Clerk to the Board will circulate an agenda for each meeting (with supporting documents if available) no later than seven days before each Board Meeting.

Attendance at each Board Meeting, issues discussed and recommendations for decisions will be recorded. The written record will be included on the agenda of the next meeting of the Board of Directors.

In the event of a need to make genuinely urgent decisions between meetings of the Board of Directors in terms of matters falling within the remit of the Board, the Chair will take appropriate action on behalf of the Board.

1.5 Responsibilities

1.5.1 Governance

1. To ensure compliance with the provisions of the Articles of Association and Funding Agreements with the Secretary of State
2. To ensure compliance with all statutory regulations and Acts of Parliament governing the operation of the academies in the Trust
3. To establish the committees of the board and their terms of reference and receive reports and recommendations from them and make decisions on such matters
4. To carry out an annual review of the Scheme of Delegation, making any amendments where appropriate
5. To determine the corporate strategy for the MAT
6. The appointment of the Chief Executive Officer

1.5.2 Financial

1. The determination of finance policies, procedures, regulations and internal controls for the Company
2. Oversight of the finances of the Trust and maintenance of standards at the Academies
3. To receive and approve the annual report and accounts.
 - 3.1. This function may be delegated by the Board of Directors to the Resources sub-Board
4. To approve the first formal budget for each financial year
5. To determine the scope of centralised services to be delivered to the MAT and to each school and how costs for those services will be allocated
6. Receive monthly management accounts
7. The appointment of internal and external auditors
8. The appointment of Directors other than Community Directors
9. The appointment of the Trust's Accounting Officer
10. Develop Academy buildings and facilities estate long term strategy or master plan

1.5.3 Achievements, Standards and Administrative

1. The appointment of the Headteacher of each Academy in consultation with the relevant Academy Committee. In the case of church schools, the appointment process will be led by the Diocesan Board of Education.
2. The performance management of Headteachers including to review, where appropriate, pay progression recommendations made by the school Academy Committee
3. The determination of the Published Admission Number (for each school), Admissions Policy and admission arrangements for each Academy in accordance with the School Admissions Code

4. To monitor, and where necessary, challenge the performance of the trust schools in order to ensure the quality of educational provision
5. To determine all human resources policies and procedures and terms and conditions of service, including (but not limited to) appraisal and pay policies, disciplinary and capability procedures and sick absence and leave of absence policies.
6. To ensure that health and safety policy and arrangements are in place.
7. Oversee arrangements for risk management at a Trust and individual school level.
8. To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Board is necessary
9. Oversight of and responsibility for the trust Safeguarding and Child Protection policy including the review of incidents as reported by the Achievements and Standards Sub Board.

2. Resources Sub Board

2.1 Frequency of meetings

The resources sub Board will convene at least 3 times per academic year.

2.2 Membership and Quorum

The Chair and Vice Chair will be Directors other than the Chair and Vice Chair of the Board of Directors.

In the absence of the Chair and Vice Chair, the sub Board will elect a temporary replacement from among the Directors who are present at the meeting.

Membership will be no fewer than 5 directors and quorum is a third of serving Directors. In the event of minimum membership, quorum will be 3.

2.3 Responsibilities

1. To monitor trust and school budgets throughout the financial year, making recommendations about proposed actions to address adverse variances from planned budgets
2. To set appropriate financial targets for each financial year and determine any additional financial and reporting targets for the trust and the academies
3. Agree any expenditure above the level of authorisation designated to Headteachers'
4. To authorise the acquisition of assets over the value defined in the trust Finance Policy and authorise the disposal of assets in accordance with the finance policy
5. Agree debts that may be written off as per the Finance Policy but not exceeding limits set in the Academies Financial Handbook.
6. The procurement of legal, financial and HR services on behalf of the MAT
7. Agree the scope of the internal assurance programme with auditors
8. Monitor responses to findings by Auditors and agree recommendations from internal and external audit and management responses to audit findings

9. To provide assurance to the Board that risks are being adequately identified and managed
10. Approve any related party transactions
11. Agree the opening of any trust bank account or other credit facility
12. The maintenance and review of a fixed asset register
13. To consider and approve Capital Expenditure Plans
14. Ensuring financial reporting and auditing to the ESFA and other bodies is completed within agreed timescales

3. Achievements and Standards Sub Board

3.1 Frequency of meetings

The Achievements and Standards sub Board will convene at least 3 times per academic year.

3.2 Membership and Quorum

The Chair and Vice Chair will be Directors other than the Chair and Vice Chair of the Board of Directors.

In the absence of the Chair and Vice Chair, the sub Board will elect a temporary replacement from among the Directors who are present at the meeting.

Membership will be no fewer than 5 directors and quorum is a third of serving Directors. In the event of minimum membership, quorum will be 3.

3.3 Responsibilities

1. To receive and approve the School Commitment Plans for each school following discussion and recommendations from each Academy Committee
2. Review summary updates from School Improvement Partners and activities and identify risks and concerns for action by Academy Committees and Headteachers
3. Monitor the development of curriculum at Pele Trust schools
4. To review the policy and provision for collective worship, including the right to be consulted by the CEO about arrangements for collective worship
5. To uphold and maintain standards at the schools
6. Monitor and compare the performance of the Trust schools focusing on progress and achievements against individual school and trust targets
7. To agree and keep under review the trust Safeguarding and Child Protection policy and review the levels of incidents from a trust perspective
8. To evaluate the impact and effectiveness of strategies linked to improving the performance of SEND and disadvantaged pupils
9. Monitor levels of attendance across trust schools
10. Review exclusion decisions concerning Pele Trust pupils
11. To monitor pastoral care to ensure the academic, social, moral, spiritual, cultural and appropriate medical needs of students are being met