

**HERA PRIMARY ACADEMY TRUST**  
**MAT BOARD OF TRUSTEES**  
**TERMS OF REFERENCE (vo.3)**

**1. POWERS OF THE MAT BOARD OF TRUSTEES**

- 1.1. The Trustees shall exercise duties and powers as set out in the MAT's Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time, and, in particular;
  - 1.2. to advance for the public benefit education by establishing, maintaining, carrying on, managing and developing fully inclusive schools offering a broad and balanced curriculum, the Object of the MAT (*Article 4*),
  - 1.3. to set out the MAT's vision, ethos, values and principles,
  - 1.4. to expend the funds of the MAT in furtherance of the Object as they consider most beneficial and enter into contracts on behalf of the MAT (*Article 94*),
  - 1.5. to abide by the requirements of and have regard to the guidance in the Academies Financial Handbook, including approval of the annual budget each school financial year,
  - 1.6. to prepare and submit Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website (Articles 129-131),
  - 1.7. to establish any Committee they deem appropriate (*Article 100b*) and to regulate their proceedings (Articles 101),
  - 1.8. to establish Local Governing Committees (LGCs) (*Article 100a*) and to regulate their proceedings (Articles 104),
  - 1.9. to appoint the Chief Executive Officer and Head of School (*Article 107*),
  - 1.10. to delegate powers and functions to any Trustee, Governor, Committee, CEO or Head of School as they consider desirable (*Article 105-6*).
  - 1.11. The Trustees shall have the right to intervene in the governance of any school where it has serious cause for concern, including;
    - 1.11.1. Standards of performance of pupils at the School are unacceptably low,
    - 1.11.2. Serious breakdown in the way the School is governed or managed,
    - 1.11.3. Safety of pupils or staff is threatened,
    - 1.11.4. Financial mismanagement or failure to operate within budget.
  - 1.12. The Trustees shall appoint a Trustee with suitable experience and knowledge to monitor and report to the MAT Board the progress of any school causing concern,
  - 1.13. The Articles of Association is attached as [Annex 1](#).
  - 1.14. The Master and Supplemental Funding Agreements are attached as [Annex 2](#).
- 2. COMPOSITION AND APPOINTMENT OF THE BOARD OF TRUSTEES**
- 2.1. The composition of the MAT Board is set out in the Articles of Association and, in particular, shall be as follows;
    - 2.1.1. Seven (7) MAT Trustees normally appointed by the Members on the nomination of the Trustees in post with a view to the candidates providing particular skills and experience relevant to running the Company (*Article 50*),
    - 2.1.2. The Chief Executive Officer (*Article 57*),

2.1.3. Co-opted Trustees appointed by the Trustees (Article 58).

- 2.2. The MAT Board of Trustees shall support each School Local Governing Committee to make all necessary arrangements for the election of a minimum of two Parent Governors by parents of registered pupils at each School (Articles 55 and 101A).

### **3. TERM OF OFFICE FOR TRUSTEES**

- 3.1. The Term of Office for MAT Trustees is four (4) years.
- 3.2. The Chief Executive Officer shall be ex-officio and therefore without limit on Term of Office.

### **4. MEETINGS OF THE MAT BOARD**

- 4.1. The MAT Board shall meet as set out in the Articles of Association and, in particular;
- 4.1.1. The MAT Board shall meet at least three times in each school year (Article 109),
- 4.1.2. The MAT Board shall meet during the date periods as per the MAT Governance Planning Calendar,
- 4.1.3. The Trustees shall meet specifically to approve the MAT Audited Accounts and Annual Report,
- 4.1.4. The Trustees will receive notice of each meeting seven (7) clear days before the date of the meeting (Article 111).
- 4.2. Quorum for a meeting of the MAT Board will be;
- 4.2.1. The greater of either three (3) persons or number of persons at least equal to one thirds (1/3) who are at the time Trustees entitled to vote (Article 117),
- 4.2.2. For decisions set out in Article 119, number of persons equal to at least two thirds (2/3) who are at the time Trustees entitled to vote.
- 4.3. Each question to be decided at a meeting of the MAT Board shall be determined by a majority of votes of Trustees present and eligible to vote on the question. In the event that there are equal votes on the question then the Chair shall have an additional casting vote (Article 120-121).

### **5. APPOINTMENT OF THE MAT BOARD CHAIR AND VICE CHAIR**

- 5.1. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the first meeting of each school year (Article 82) and, in particular;
- 5.2. The Chair will serve maximum of 4 years subject to annual re-election,
- 5.3. The Chair and Vice Chair will be elected by a secret ballot, conducted by the Clerk to the Trustees,
- 5.4. Trustees shall submit written nominations fourteen (14) days prior to the meeting. A Trustee can nominate him/herself for office and does not need to be present,
- 5.5. Nominee(s) will be asked to leave the room whilst the election takes place. If there is more than one nominee, the remaining Trustees will take a vote by secret ballot and the Clerk will tally the votes,
- 5.6. If there are more than three nominees per office, the nominee polling the least votes shall be eliminated and a further vote taken. If there is a tie the Trustees shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls a majority of votes.

### **6. DELEGATION OF POWERS TO COMMITTEES, ADVISORS, LGC MEMBERS AND CHIEF EXECUTIVE OFFICER**

- 6.1. The MAT Board shall agree the delegation of functions to MAT Committees, Local Governing Committees and Chief Executive Officer at the first meeting of the MAT Board each school year. The Scheme of Delegation shall be detailed as [Annex 4](#).
- 6.2. The MAT Board shall retain the following governance responsibilities;

- 6.2.1. Approve MAT Board Terms of Reference (SoD 1.2),
  - 6.2.2. Approve MAT Scheme of Delegation (SoD 1.3),
  - 6.2.3. Approve further academies joining the MAT (SoD 1.4),
  - 6.2.4. Establish MAT Committees (SoD 1.5),
  - 6.2.5. Approve MAT Committee Terms of Reference (SoD 1.6),
  - 6.2.6. Approve the determination of Local Governing Committee delegated authority,
  - 6.2.7. Approve Local Governing Committee Terms of Reference,
  - 6.2.8. Elect (and remove) of MAT Board Chair (SoD 1.7),
  - 6.2.9. Remove the Chair of the Local Governing Committee in exceptional circumstances such as those listed in clause 1.10 of these Terms, (SoD 1.8),
  - 6.2.10. Appoint MAT Governors to each Local Governing Committees, normally on the nomination of that Local Governing Committee (SoD 1.9),
  - 6.2.11. Remove Governors from Local Governing Committees in exceptional circumstances such as those listed in clause 1.10 of these Terms (SoD 1.9),
  - 6.2.12. Appoint (and remove) Chair(s) of MAT Committees (SoD 1.7),
  - 6.2.13. Appoint (and remove) members of MAT Committees (SoD 1.11),
  - 6.2.14. Appoint the Clerk to the Trustees and Clerk to the Local Governing Committees (SoD 1.12-13),
  - 6.2.15. Appoint the Accounting Officer (SoD 1.14),
  - 6.2.16. Approve the list of statutory, mandatory or required policies including the determination of those that are MAT policies and those that are School policies (SoD 1.15)
  - 6.2.17. Approve the calendar of MAT Board and LGC meetings,
  - 6.2.18. Monitor the performance of Local Governing Committees in fulfilling their responsibilities and accountabilities.
- 6.3. The MAT Board shall retain the following strategic and financial responsibilities;
- 6.3.1. Approve the MAT Strategic Plan (SoD 2.1) which shall include a statement of the MAT's vision, ethos, values and principles,
  - 6.3.2. Approve the MAT 1 year plan (SoD 2.2),
  - 6.3.3. Monitor School Performance Targets and Performance Review (SoD 2.3-4),
  - 6.3.4. Approve the School Strategic Plan (SoD 2.5)
  - 6.3.5. Approve the Annual Pay Award for Teachers and Support Staff (SoD 3.3-4)
  - 6.3.6. Appointment of the CEO and oversee their performance management (SoD 4.1, 3.5),
  - 6.3.7. Approve the MAT staff structure and complement and appointment of MAT staff (SoD 4.2)
  - 6.3.8. Approve the appointment of each Head of School (SoD 4.5),
  - 6.3.9. Approve any proposals for the redundancy of staff (SoD 4.16),
  - 6.3.10. Approve MAT Financial Regulations & Procedures (SoD 5.1),
  - 6.3.11. Propose the appointment of the MAT Auditors (SoD 5.2),
  - 6.3.12. Approve MAT and School 3 Year budgets (SoD 5.4 & 5.11),
  - 6.3.13. Approve School term dates (including non-pupil days) and the hours of the school day (SoD 7.1)

- 6.3.14. Approve any proposals for the change, expansion or extension of provision for a School (SoD 7.2-4), and
- 6.3.15. Approve the School Admissions policies (SoD 7.15).

## **7. COMMITTEES**

- 7.1. The MAT Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference and Membership to be agreed and reviewed at the first meeting of the MAT Board each school year, recognising that the Finance and Audit Committee shall be permanently constituted as required by Funding Agreement.
- 7.2. The current Committee structure, Terms of Reference and Membership shall be detailed as [Annex 3](#).
- 7.3. The Trustees shall agree whether to appoint non-Trustees as Committee members and whether they shall have voting rights, notwithstanding the requirement for the majority of the members present to be Trustees before a vote can be taken (Article 101).
- 7.4. The practice for Committee Management shall be;
  - 7.4.1. Agendas will be circulated to all committee members at least seven (7) days in advance of the meeting,
  - 7.4.2. Committee papers will be available to all Trustees (not just those on the committee),
  - 7.4.3. Minutes will be circulated to all Trustees (not just those on the committee),
  - 7.4.4. Minutes will be signed by the Committee Chair at the next committee meeting to verify that the minutes are a true record,
  - 7.4.5. Any Trustee may attend a committee meeting but only named committee members may vote.

## **8. APPOINTMENT OF THE ACCOUNTING OFFICER**

- 8.1. The Trustees shall appoint the CEO as Accounting Officer with personal responsibility to the MAT Board for financial and administrative matters including;
  - 8.1.1. Ensuring regularity and propriety,
  - 8.1.2. Prudent and economical administration,
  - 8.1.3. Avoidance of waste and extravagance,
  - 8.1.4. Efficient and effective use of available resources,
  - 8.1.5. Day to day organisation, staffing and management of the MAT.

## **9. APPOINTMENT OF THE COMPANY SECRETARY**

- 9.1. The MAT Board may appoint a Company Secretary who shall not be a Trustee nor a Member. If a Company Secretary is not appointed, then the Trustees shall appoint a member of staff to carry out the functions below.
- 9.2. The functions of the Company Secretary or appointed member of staff shall;
  - 9.2.1. Keep records such as registers of Trustees and Members,
  - 9.2.2. File documents and accounts at Companies House,
  - 9.2.3. Ensure that the MAT Board acts within its powers and that decisions are communicated and notified to relevant bodies and principally the DfE,
  - 9.2.4. Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification,
  - 9.2.5. Act as Chair when the Chair is being elected,
  - 9.2.6. Keep a book of the minutes of the Trustees' meetings,

- 9.2.7. Convene meetings of Trustees by sending out signed written notice 7 clear days before the meeting,
- 9.2.8. Keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and maintain a risk register.

**10. APPOINTMENT OF A CLERK**

- 10.1. The MAT Board may appoint a Clerk to the Trustees who shall carry out those functions of the Company Secretary as delegated with the agreement of the MAT Board.

**11. TRUSTEES' EXPENSES**

- 11.1. The MAT shall reimburse exceptional expenses incurred by Trustees in line with the relevant policy.

**DECLARATION**

*The Board of Trustees, at its meeting on 22<sup>nd</sup> November 2018 resolved to adopt these Terms of Reference. A copy has been forwarded to the Clerk to the Trustees for the formal MAT Board records. These Terms of Reference will be reviewed annually at the start of the academic year.*

Signature Isabelle Bailey  
(Chair of the MAT Board)

Date of signature 22 November 2018

ANNEX 1: MAT Articles of Association

ANNEX 2: Master & Supplementary Funding Agreements

ANNEX 3: MAT Committee structure, Terms of Reference and Membership

ANNEX 4: MAT Scheme of Delegation