



Challenger Multi Academies Trust Terms of Reference - Board

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Challenger Multi Academies Trust Ltd (CMAT) – Vision

Our mission is to create a family of outstanding schools where every young person has the opportunity to participate in engaging active learning experiences and achieve excellent education outcomes in an inclusive and high performing school system.

Our academies will be places of educational excellence. We want to do what is best for all of our pupils, teachers, staff and parents. Our aim is to see them achieve their full potential within a framework of challenge and support with strong governance and teaching excellence.

Our vision is to build a collaborative partnership of schools that will provide outstanding educational provision, both inside and outside the classroom, through challenge and the promotion of excellence.

We welcome pupils from all backgrounds and will work to provide them with a comprehensive range of learning opportunities that will be personalised and draw on the principles and practice of 'Learning Outside the Classroom' (LOtC) and models of Engaging Schools'.

Our key foci are on progress and partnership. School improvement is also based on school-to-school support developed through a model of collaborative autonomy.

Challenger Multi Academies Trust Ltd (CMAT) - Articles of Association

The CMAT Articles of Association set out the responsibilities and procedures for the running of CMAT (which is a charitable company limited by guarantee as per Companies Act of 2006). The Articles state that:

- The Object of CMAT is to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing, developing and raising standards at schools ("the Academies) offering a broad and balanced curriculum.

- CMAT will have overall responsibility for the operation of member Academies and will delegate limited powers to the Governing bodies of those Academies.
- CMAT comprises of Academies who agree to work together within the Terms of Reference for CMAT, which is drawn from representatives of each of the individual Academy's Governing Bodies. They have a remit to co-ordinate matters of common interest referred collectively by the Governing Bodies.

A list of Member Academies and CMAT Directors can be found at Annex B. The term of office for CMAT Directors is 4 years

The Board of Directors

CMAT is governed by Directors constituted under a Memorandum of Association and Articles of Association. This Board of Directors (Board) is responsible for ensuring that high standards of corporate governance are maintained. It will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Academies. This will allow greater opportunities for collaboration not only with regards to teaching but also in terms of the management of each Academy, including the procurement of goods and services.

The Board is also governed by the terms of any Funding Agreements that are in place, the Academies Financial Handbook and the Treasury publications "Guidance on Codes of Practice for Board Members of Public Bodies "and "The Orange Book: Management of Risk – Principles and Concepts"

Section 1 - Responsibilities of the Board of Directors

1.1 Directors are responsible for addressing such matters as:

- **policy development and strategic planning**, including target-setting to keep up momentum on Academy improvement;
- ensuring **sound management and administration** of the Academies, and ensuring that managers are equipped with relevant skills and guidance;
- ensuring compliance with all **legal requirements**;

- establishing and maintaining a transparent system of prudent and **effective internal controls**;
- managing the Academies financial, human and other **resources** (in particular control over the spending identified in the Academies improvement plans);
- **monitoring performance** and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- helping the Academies to be **responsive to the needs of parents and the community** and making it more accountable through consultation and reporting;
- setting the Academies **standards of conduct and values**;
- assessing and managing **risk** (including preparation of a statement on the Academies' risk management for the annual report and accounts). The risk management process should include preparation of a risk register and a contingency and business continuity plan to deal with crises that could face the Academies;
- ensuring that procedures are in place to ensure that employees of the Academies are paid for work done in accordance with their contracts of employment with the Academies;
- ensuring that the Academies have adequate insurance cover to support its activities as an employer e.g. employers' liability insurance, fidelity insurance, Director indemnity, public liability insurance;

It will be appropriate, in many cases, for the Directors to delegate personnel matters to the Human Resources Committee. The Board must then ensure that it obtains professional advice in establishing, enacting and enforcing personnel policies to ensure compliance with employment and other relevant legislation.

1.2 The Board of Directors is the clearinghouse and approving body, and will meet at least three times a year. The CMAT sub committees and Academy Governing Bodies carry out work on behalf of the Board.

1.3 The sub committees support the Board in a range of delegated and preparatory duties and report monthly about the work done and / or make recommendations on matters which the main Board may not delegate.

1.4 The sub committees ensure all relevant Academy policies are in place and amended as and when required and report matters arising to the Board as required.

1.5 As Academies are companies, limited by guarantee with charitable status, the Directors who sit on the Board are the legal Directors of the charity. This confers certain obligations upon the Directors to protect the assets, property and good name of the charity. The legal requirements of Directors are set out below:

1.6 Directors have full responsibility for the company and must:

- act together and in person and not delegate control of the charity to others;
- act strictly in accordance with the Academies' governing documents;
- act in the Academies' interests only, without regard to their own private interests;
- manage the Academies' affairs prudently throughout the life of the Academies;
- not derive any personal benefit or gain from the Academies of which they are Directors; and take proper professional advice on matters on which they are not themselves competent.

1.7 In managing the companies' finances, Directors must:

- ensure that bank accounts, financial systems and financial records are operated by more than one person;
- ensure that all the Academies' property is under the control of the Directors;
- keep full and accurate accounting records; and
- prepare accrual accounts giving a true and fair view of the Academies incoming resources and application of resources during the year and of its state of affairs at the year end.

1.8 In applying the Academies income, Directors must spend it solely for the purposes set out in the Academies governing documents and spend it with absolute fairness between persons qualified to benefit from the charity.

1.9 The Board will also be responsible for agreeing the terms of reference for each sub-committee and reviewing these terms of reference annually in the Autumn Term. Their responsibility is to ensure the agreed framework within which each committee operates.

1.10 The Board must also elect the Chair of each CMAT sub-committee annually, following nomination by each committee. No Director employed by the Academies will act as Chair of a committee.

1.11 The Chair of the Board, in consultation with the Principal of the relevant Academy and the Chair of Governing Body/committee, will take appropriate action when a decision is needed urgently on behalf of the Directors/Governing body.

1.12 The Directors have a duty to take appropriate action when there are weaknesses in the Academies. Where individual Directors/Governors have unresolved concerns about the running of the Academies or a proposed action, they should ensure that these concerns are recorded in minutes.

1.13 The Directors will appoint a Principal to each Academy. The Principals are responsible for the internal organisation, management and control of the Academies, the implementation of all policies approved by the Directors and for the direction of teaching and the curriculum. The Directors formally delegates these powers and functions to the Principal.

Conduct of Directors/Governors

1.14 Directors, Governors and staff are public servants and as such must not use public monies or official business for personal benefit. The Directors/Governors should avoid obtaining goods and services that include elements of private use or accepting excessive hospitality from prospective suppliers. The Treasury rules about the receiving of hospitality and gifts should be followed, as these rules are there to protect staff and Directors/Governors. A register will be maintained to record hospitality and gifts received. This should record, as a minimum, the name of the organisation that gave the hospitality/gift, the date it was received, its nature and approximate value.

1.15 Directors/Governors should be aware that the Prevention of Corruption Act places the burden of proof on the recipient of favours.

NB: All duties and responsibilities of Directors/governors detailed in the Financial Handbook (and other governance documents) apply equally to persons who are not Directors/Governors of the Academies but who have been appointed to serve on a committee of those Academies in an honorary capacity.

Declarations of Business Interests

1.16 It is vital that Directors/governors and staff act, and are seen to act, impartially. All members of the Board and governing bodies are required to complete a declaration of their business interests. It is also required as a matter of good practice, that the Principals and other senior staff complete declarations. Individual declarations should be maintained together in a register.

1.17 Where a Director/Governor or member of staff (or related person) has any interest, either pecuniary or non-pecuniary, in a matter to be discussed at a Board meeting the Director, governor or member of staff must declare their interest and withdraw from that part of the meeting.

1.18 Where a Director/Governor or related person has a pecuniary interest in a business, and that interest exceeds limits that may be specified in the Academies' Memorandum or Articles of Association, the Academies must not enter into any contract or arrangement (such as the purchase of goods and service) with that business. i.e., The Academies would not be permitted to trade with a company in which a Director/ Governor holds more than 1/100th of the share capital.

1.19 It is the responsibility of Directors/governors and staff to ensure that their declarations of business interests are kept up to date at all times, and to amend or update them as necessary. At the start of each relevant meeting Directors should be asked to declare any interests in a matter included on the agenda.

Payments

1.20 It is illegal for Board members to receive any remuneration for their work as Directors, other than payment of all reasonable out of pocket travel, accommodation or other expenses legitimately incurred by them in connection with their attendance at meetings acting in the capacity of Director of the Academies.

1.21 No Director may hold any interest in property belonging to the Academies.

CMAT Board Meetings

1.22 The Board of Directors will meet a minimum three times a year and will hold an AGM annually in the spring term. No business can be conducted at any meeting unless a quorum is present. A quorum is usually three (those with full voting rights) or one-third of the total number of Directors with full voting rights, whichever is the greater. Fourteen days' notice must be given prior to the meeting to all Directors (in the case of the AGM notice must also be given to all Members and the Auditors).

1.23 Any three Directors may call an additional meeting via notice to the Company secretary. Any such meeting should be convened as soon as is reasonably practicable.

1.24 At this time the Board meets every other month commencing September plus December, unless otherwise agreed. An extraordinary meeting may be convened as and when by the Chair.

1.25 The Directors will appoint a Clerk to the Board, who will be someone other than a Director or a Principal of the Academies.

1.26 In consultation with the Chair and Principals, the Clerk shall draw up a schedule of proposed meeting dates for the Board and sub committees. This should be submitted, for approval, to the full Board of Directors at their meeting which is held in July.

1.27 The main Board meeting in September will elect the Chair and Vice Chair, and agree membership of Committees.

Scheme of Delegation

1.28 The Directors must agree a formal schedule of matters reserved for their decision, i.e. those which should not be delegated within the Academies. Beyond this, the Directors will establish separate committees, at Board level, to deal with specific areas of Academies' business, and should determine the delegated responsibilities to be assigned to those committees. This will ensure that matters can be dealt with in appropriate detail and with sufficient frequency. The CMAT Board will establish a Finance Committee (incorporating areas relating to Site), a Human Resources committee (incorporating Remuneration - as per Articles 100-108), a Curriculum Standards Committee and an Audit Committee. In addition it is a requirement for the Board to follow the same procedures as Maintained schools and as such CMAT will establish sub committees for Pupil Discipline / Exclusions and Staff Discipline/Appeals.

1.29 Performance management of each Principal will be jointly held by the Chief Executive Officer and the Chair of the respective Governing body.

1.30 Where the Directors decide to delegate certain matters for consideration by Governing Body committees, each committee should be Chaired by a Governor. The membership of the committee may include persons who are not Governors provided that a majority of the members are Governors. The Directors will ensure that it receives adequate feedback on the work of those committees and is able to consider their proposals formally. The establishment of committees does not absolve the Board of its overall responsibility to manage the Academies.

1.31 Directors/Governors are at risk of personal liability if they cause loss to the Academies by acting unlawfully, imprudently or outside the terms of the Academies' Terms of Reference

Section 2 - CMAT Procedures

2.1 The Board will, as the trust grows and pressures on the current Board demand, consider establishing the following sub committees:

- Finance Committee
- Risk & Audit Committee
- Human Resources Committee including Remuneration
- Curriculum Standards and Ofsted Monitoring Committee

2.2 The terms of reference for each committee of the Board must be approved by the full Board and reviewed annually in the Autumn Term.

2.3 The sub committees will meet as follows:

- Finance Committee – four times per annum
- Risk & Audit Committee – four times per annum
- Human Resources Committee - once each term
- Curriculum Standards and Ofsted Monitoring Committee – once each term

Pupil Discipline Committee, Staff Appeals Committee and Staff Discipline Committee will be convened as and when required.

2.4 The Chair of each committee is elected annually by the whole Board. No persons employed by the Academies will act as Chair of a committee. In the absence of a Chair or Clerk the committee will elect a replacement from those present.

2.5 Each committee is authorised to invite attendance at its meetings from persons including parents and members of the Academies staff who are not members of the Board, to assist or advise on a particular matter or range of issues. e.g. Premises and Site sub committees.

2.6 The committees will only operate within their particular areas of delegation.

Section 3 –

Committee Membership will comprise:

Finance Committee Membership Chair of the Board 2 further members of the Board of Directors Chief Executive Officer/Accounting Officer Director of Finance	Risk & Audit Committee Membership Chair of the Board 2 further members of the Board of Directors Chief Executive Officer/Accounting Officer Director of Finance The External Auditor will always be invited to attend
Human Resources Committee – <i>including Remuneration / Pay</i> Membership Chair (a Director elected annually by the Board) Chair of the Board Chief Executive Officer/Accounting Officer The Academy Principals - up to 3 Representatives from Local Governing Bodies - up to 3 Director of Finance	Curriculum Standards and Ofsted Monitoring Committee Membership Chair (a Director elected annually by the Board) Chair of the Board Chief Executive Officer/Accounting Officer Executive Principal of Teaching and Learning The Academy Principals - up to 3

Approved by the Board 28 April 2016

Annex A - Process for CMAT Election of Chair / Vice-Chair of the Board and Chair of Committees

The process for CMAT elections should be as follows:

The clerk will ensure that all Directors have an opportunity to nominate themselves as Chair/ Vice-Chair by calling for nominations on the form provided (see Annex A) in advance of the elections.

All nominations should be received within the published timescale each year, and duly seconded by another Director.

Nominations can be accepted from a Director who is unable to attend the election meeting, subject to the Clerk having received written confirmation of their desire to stand.

The agenda for the meeting at which the positions are to be voted on should list those Directors standing for election for each position.

If no nominations are received in advance of the meeting, nominations may be accepted at the meeting, subject to confirmation being received by the Clerk that a candidate is willing to stand.

In the event of only one nomination being received and duly seconded for a particular position, the Clerk will ask for a show of hands to determine the Board's acceptance of this nomination.

Where there are contested positions, elections should be carried out by secret ballot at the last Director's meeting of the Academic Year (July), so that the positions are allocated before the summer break. Where there is more than one nomination, candidates will be required to provide a short "CV and statement" for consideration by other Directors.

The election process will be managed by the Clerk, who will chair this part of the meeting but who will not have any vote. Ballot papers will usually be issued by the Clerk at the election meeting. However, a Director not able to attend the vote will be given the opportunity to vote in advance by secret ballot. In this case, any ballot papers received in advance of the elections will be opened by the Clerk at the time of the formal ballot.

Should there be a tie in the number of votes for any position; the ballot should immediately be carried out again. If a second ballot results in a tie, the tied candidates should draw lots to determine the outcome.

Any Director not wishing to vote for any of the nominees may choose to abstain, but the total number of Directors voting must at least equal the designated quorum (ie three Directors, or, where greater, any one third of the total number of Directors holding office at the date of the meeting). In the event this figure is not reached, the election will be postponed until a future meeting.

Candidates for each position will be asked to remove themselves from the room during voting for that position. Formal appointment of the new post holders should take place at the start of the first Director's meeting of the new academic year (September). This part of the meeting should be chaired by the outgoing Chair and a formal hand-over of responsibilities should take place at this meeting.

The term of office for all Chair / Vice-Chairs should be one year although a Chair/Vice Chair can be reappointed for more than one consecutive term. If a Director is elected as Chair/ Vice-Chair and his or her term of office as a Director is due to end before that determined for the office of the Chair / Vice- Chair, then the Chair or Vice-Chair's term of office ends when the Director's term of office ends.

If the position for Chair or Vice-Chair becomes vacant during the year, the Board must elect a new Chair/ Vice-Chair at their next meeting.

Any Director who is paid to work at one of the CMAT academies or who is a pupil at one of the Academies is not eligible to stand for election for the office of Chair / Vice-Chair of the Board or any Committee.

Annex B: Current CMAT Members and CMAT Directors

Member Academies

Lancot School
Hastingsbury Business & Enterprise College
Robert Bruce Middle School

CMAT Directors:

Charles Richard Rigby
Stephen Martyn Chamberlain
Graeme Malcolm Guthrie
Peter James Knell
Martin John Smout

Annex C - CMAT Meeting Planner

Whole Board – Each Meeting

September Reports from Committees Curriculum results from previous AY	April Reports from Committees
December Reports from Committees Approval of Annual Accounts	July Reports from Committees Approval of Annual Budget to EFA

Financial Committee -Each Meeting

September Management accounts for previous academic year	March Capital programmes Management accounts for terms to December
November Pupil census data and impact on long term financial plans Current year budget virements	June Annual budget cycle Management accounts for terms to April

Risk & Audit Committee – Each Meeting

October Risk Register Internal Audit reports	February Risk register Internal audit reports
December – Accounts Final clearance with External auditors	May Risk register Internal audit reports

Annex D – Key submissions & Returns timetable

October Complete autumn term census

December Complete workforce census

December Submission of Condition improvement bids

31st December Submission of annual report and financial statements to DfE for year just ended from

31st January Complete annual accounts return to the DfE

31st January Publish annual accounts on Trust website

February Complete spring term census

April Publication of Condition improvement grants to academies

April Publish to the LA the admission arrangements for forthcoming academic year

May File annual accounts with Companies House

June Complete summer term census

31st July Submission of finalised I&E budget for forthcoming year from 1 Sept to 31 August

Annex E - Management Structure

A unified management structure has been put in place and this will help the way the Academies are run. The structure now consists of four levels: the Board of Directors, Governors, the Senior Managers and the Management Team. The aim of the management structure is to devolve responsibility and encourage involvement in decision making at all levels.

The Directors are responsible for setting general policy, adopting an annual plan and budget, monitoring the Academies by the use of budgets and making major decisions about the direction of the Academies capital expenditure and senior staff appointments.

The Senior Managers are the Head Teacher / Principals, Deputy Heads, Assistant Heads and the Financial/Operations Director. These managers control the Academies at an executive level, implementing the policies laid down by the Board and reporting back to them. As a group the Senior Managers are responsible for the authorisation of spending within agreed budgets and the appointment of staff, though appointment Boards for posts in the Management Team must always contain a Director. Some spending control is devolved to members of the Management Team, with limits above which a Senior Manager must countersign. (As per the Academies' finance policy)

The Management Team includes the Senior Management, the Heads of Year and the Subject Leaders. These managers are responsible for the day to day operation of the Academies, in particular organising the teaching staff, facilities and students. The Directors have considered the need for a specific internal audit function and have decided at present not to appoint an internal auditor. The Trust will be working on a reciprocal basis with another Trust to undertake controls testing on a routine basis. These arrangements can provide reasonable, but not absolute, assurance that assets are safeguarded, transactions are authorised and properly recorded, and that material errors or irregularities are either prevented or would be detected within a timely period.