



Terms of Reference – MAT Board

Membership

The MAT board membership will be not less than three but shall have no maximum.

Membership is made up of:

- Up to five Trustees appointed by the Sponsor Organisation
- Up to three Trustees appointed by Members
- The CEO of the Trust
- Two elected parent trustees or representatives, either on the board of the MAT or on each of the local governing bodies

The MAT Board can co-opt additional members so long as they are no more than one third of board members.

Appointments will be made with care to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence. Where possible, the Chair and members of the MAT Board will be rotated on a regular basis, terms of office will be reviewed on a 4-yearly basis.

All Trustees must be deemed suitable persons and must not be disqualified from acting as a Director or charity Trustee.

Term of office

Trustees are appointed for a term of four years. They may be reappointed/re-elected at the end of their term.

Attendees at MAT Board meetings

The Board Secretary, Finance Director, Accountable Officer and Head Teachers can be invited to attend MAT Board meetings.

Chair and Vice Chair of Trustees

The Trustees shall elect a Chair and a Vice-Chair or approve the continuation of an existing Chair and a Vice-Chair from among their number on an annual basis. A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair. The Chair and Vice-Chair shall hold office until a successor has

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been elected.

In the absence of The Committee Chair and/or an appointed deputy, the remaining members present shall elect one of the non-executive members present to chair the meeting.

Conflicts of Interest

Any Trustee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must not participate or be absent from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

The Chair should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and the Clerk will minute them accordingly. Declarations of interest should be asked at the start of each meeting

Minutes of Meetings

The Clerk/Board Secretary shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.

Minutes of Board meetings shall be circulated to all members of The Board.

The minutes of the proceedings of a meeting of the Trustees shall be recorded and kept for the purpose by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chair thereof.

Quorum

The quorum necessary for the transaction of business shall be three, of whom at least one must be clearly independent. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

Frequency of Meetings

The Board shall meet not less than three times in a school year

Notice of Meetings

Meetings of the Board shall be arranged by the Clerk of the Board at the request of any member.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be given to each member of

the Board, and any other person required to attend, no fewer than seven working days prior to the date of the meeting, unless otherwise agreed by the members.

An annual schedule of board meetings will be produced by the Board Secretary and agreed with Trustees.

Wherever possible papers for consideration at MAT Board meetings will be published on Convene at least seven days prior to the meeting date.

Powers of the MAT Board

The Board is authorised:

Subject to provisions of the Companies Act 2006, the Articles, and to any directions given by special resolution, the Trustees will manage the business of the Academy Trust and exercise all the powers of the Academy Trust. This includes spending the funds of the Trust to achieve its objects and entering into contracts for the delivery of the Trusts activities.

Trustees may:

- Appoint the CEO and Head Teachers
- Seek any information it requires from any employee of the company in order to perform its duties
- Obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference
- Call any member of staff to be questioned at a meeting of The Board as and when required.
- Delegate their powers to a committee or the CEO
- Establish committees

Committees

Big Life Schools MAT has three Committees:

- UCP Local Governing Committee
- LCP Local Governing Committee
- Risk and Audit Committee BLS

The constitution, membership and proceedings of these committees are determined by the Trustees and shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Committees) a majority of members of any such committee are Trustees.

The delegated person or committee shall report to the Trustees any action taken or decision made to the meeting of the Trustees immediately following the taking of the action or the making of the decision.

Approved by the governing board:	21/07/2022
Adopted by the [<i>committee name</i>]:	MAT <i>LCP LGC</i> <i>UCP LGC</i>
Next review date:	20/07/2024