



## **MAT Board - Terms of Reference**

### **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 Governance Professional, 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 been elected.

**ADVICE: Before using this document you should ensure that you have the most up-to-date version. If you are referring to a printed version it may be out-of-date. If in any doubt please check with Human Resources.**

Document Number: BLSMAT033

Version Number: 3

Revised: November 2025

To be reviewed: November 2026

In the absence of The Chair and/or an appointed Vice-Chair, the remaining members present shall elect one of the Trustee 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 Governance Professional will minute them accordingly. Declarations of interest should be asked at the start of each meeting

### Minutes of Meetings

The Governance Professional shall minute the proceedings and resolutions of all MAT Board meetings, including the names of those present and in attendance.

Minutes of MAT Board meetings shall be circulated to all members of the MAT Board.

The minutes of the proceedings of a meeting of the Trustees shall be recorded and kept 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 MAT Board shall meet not less than three times in a school year and at such other times as the Chair shall require.

### Notice of Meetings

Meetings of the MAT Board shall be arranged by the Governance Professional of the MAT 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

**ADVICE: Before using this document you should ensure that you have the most up-to-date version. If you are referring to a printed version it may be out-of-date. If in any doubt please check with Human Resources.**

Document Number: BLSMAT033

Version Number: 3

Revised: November 2025

To be reviewed: November 2026

the MAT 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 meetings will be produced by the Governance Professional 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.

## Role

The MAT Board is the decision-making body of the Trust and is accountable for its Academies. It is the employer of all Trust staff. The MAT Board provides strategic leadership and accountability in schools. It should avoid involvement in operational matters. It has three key functions:

- Overseeing the financial performance of the Trust and its Academies and making sure its money is well spent
- Holding the Executive Leaders to account for the educational performance of the schools and their pupils and the effective and efficient performance management of staff.
- Ensuring clarity of vision, ethos and strategic direction.

Trustees may choose to delegate some functions to Committees, though the MAT Board remains ultimately accountable.

## Powers of the MAT Board

The MAT 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 MAT Board as and when required.
- Delegate their powers to a committee or the CEO
- Establish committees

## Emergency powers

The Chair, or in the absence of the Chair the Vice-Chair, may take such action as

**ADVICE: Before using this document you should ensure that you have the most up-to-date version. If you are referring to a printed version it may be out-of-date. If in any doubt please check with Human Resources.**

the Chair may think fit to protect the interests of:

- the Trust
- any school within the Trust
- any student or employee of the Trust
- or any other member of the school community

in circumstances where, in the opinion of the Chair (or in their absence Vice-Chair), it would not be reasonably possible to convene a meeting of the MAT Board or a relevant Committee in the time necessary to protect such interests. Any such action must be reported to the MAT Board within 5 working days.

### Committees

Big Life Schools MAT has four Committees:

- Unity Community Primary Local Governing Committee
- Longsight Community Primary Local Governing Committee
- Finance, Risk and Audit Committee
- Manchester Sensory Support Services Advisory Committee

The constitution, membership and proceedings of these committees are determined by the MAT Board 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 committee chair or any committee member shall report to the MAT Board 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.

### Group Committees

Big Life Schools is to be represented by a MAT Trustee or BLS CEO on the following Big Life group Committees:

- Quality Committee
- Capital Committee (*when appropriate*)

The constitution, membership and proceedings of these committees are determined by the Big Life group Board and will be communicated to the MAT Board. 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.

**ADVICE: Before using this document you should ensure that you have the most up-to-date version. If you are referring to a printed version it may be out-of-date. If in any doubt please check with Human Resources.**

---

Document Number: BLSMAT033

Version Number: 3

Revised: November 2025

To be reviewed: November 2026

|   |               |
|---|---------------|
| <b>Approved by the governing board:</b> | 20/11/2025    |
| <b>Next review date:</b>                | November 2026 |

**ADVICE: Before using this document you should ensure that you have the most up-to-date version. If you are referring to a printed version it may be out-of-date. If in any doubt please check with Human Resources.**

Document Number: BLSMAT033  
Version Number: 3  
Revised: November 2025  
To be reviewed: November 2026