



## MacIntyre Academy Trust Board Terms of Reference

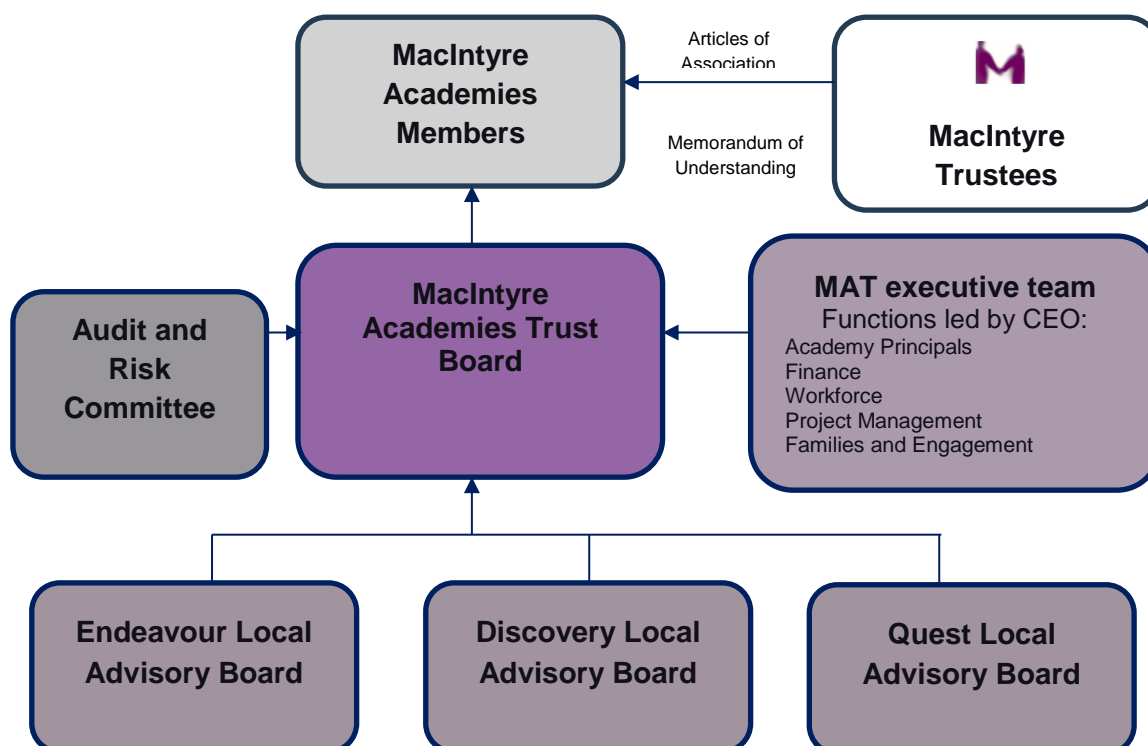
### Overview

MacIntyre Academies Trust is the legal entity that is ultimately accountable for all activities within the Trust's schools. In particular, its purpose is to:

1. Ensure clarity of vision, ethos and strategic direction at Trust Level and expectations at Local Academy Level through:
  - development of Trust policy
  - governance and leadership structures and performance management of senior leaders
2. Holding the leadership at all levels to account for the educational (and care where applicable) performance of the school, pupils' outcomes and the performance management of staff
3. Overseeing the financial performance of the Academies and the Trust and making sure the money is well spent

The Trust is also the employer of all staff and the academies' admissions authority.

MacIntyre Academy Trust **governance structure** is illustrated below:



## The Role of MacIntyre Academy Trust (MAT) Board

The MacIntyre Academies Trust (MAT) Board is responsible for providing clarity of vision, ethos and strategic directions to all internal and external stakeholders. The vision and mission of the Trust is underpinned by a set of principles agreed with the sponsor organisation Macintyre Charity. An agreed memorandum of understanding (Appendix 1) sets out the expectations of the working relationship between the two organisations.

The Trust Board is responsible for ensuring high standards of support for all teaching and learning within its educational establishments. The Board ensures that money is well spent.

The MAT Board provides scrutiny and challenge to the MAT central support team, holding the CEO and their team to account for the performance of their team including school Principals. The Board is responsible for the scrutiny and challenge of decisions made by Principals, holding them to account for the schools' educational performance. It does this through the employment of a CEO, the support of Local Advisory Board Subcommittees, and the Audit and Risk Subcommittee.

The Board oversees the strategic management of all the schools within MacIntyre Academies; these are Discovery Academy (Nuneaton) and Endeavour Academy (Oxfordshire), and Quest Academy (Rugby).

MAT requires all appointed Board members to have:

- The skills required to contribute to effective governance and the success of the Trust.
- The skills to deliver their core functions effectively.
- A strong commitment to the role and to improving outcomes for children.
- A strong commitment to the values of the Trust in line with those of its sponsor.
- The inquisitiveness to question and analyse.
- A willingness to learn.
- Good interpersonal skills.

## MAT Board Structure

Representing a small group of schools, the MAT board provides centralised governance and has been supported by the development of sub-committees at school level known as Local Advisory Boards. We believe that a single Board creates good conditions for realising the benefits of school-to-school collaboration. The structure of the Board is subject to review as the Trust grows and develops.

The MAT Board has 4 Members and 4-5 Directors. Two of our Members hold a dual role and also act as Directors. Trust Board meetings may also be attended by people from the Trust Leadership Group on invitation.

The current structure is identified in appendix 2.

## MAT Trust Board Members

Members have ultimate responsibility for the trust achieving its charitable objectives. They sign off the Articles of Association and have power to appoint and remove the Directors.

MAT has four Members; two sponsor nominated Members and the sponsor organisation as a Corporate Member. There is also an independent Member.

The Members appoint Directors and have the right to remove a Director by ordinary resolution (a vote passed by the majority of members). However Members shall consult with the Trust Board before voting on any resolution of the Members of the Company.

### **Powers to be exercised by the Members only**

- Change the Articles of Association
- Change of school category
- Amendments to the Funding Agreement
- Appoint/dismiss Directors

### **Power of the Chair**

The Chair, or in the absence of the Chair, the Vice-Chair, has the power in extreme circumstances to carry out the functions of the Board, in consultation if possible with the CEO. This power is exercised where a delay in action is likely to be seriously detrimental to the interests of the Trust or an academy/free school, a pupil at an academy or their parents, or a person who works at the academy. Decisions must always be reported at the next Trust Board meeting.

This power does not include matters relating to the alteration and closure of the academy, a change of school category, approval of budget, discipline policies, and admissions, these matters must be addressed by the whole Trust Board.

### **Directors**

MacIntyre Academy Trust aims to have five Directors. Additional Directors can be co-opted in accordance with the Articles of Association. The total number of Directors who are employees of the Company or the Sponsor shall not exceed one third of the total number of Directors. Parent representation is focused on Local Advisory Boards.

Directors have the power to direct change where required. In general terms their responsibility is to determine the policy and procedures of the Academy Trust and to consider and respond to strategic issues.

Independent Directors are valued for the challenge and scrutiny that they can provide to the Board. All Directors have a duty to act independently and not as agents of those who may have appointed them. They should act with integrity, objectivity and honesty in the best interests of the Trust. Directors shall be open about decisions except in so far as any matter is considered confidential.

### **The Local Advisory Boards (LABs)**

Local Advisory Boards are constituted to provide local scrutiny and challenge for Principals within individual schools. Any Board Member or Director can attend a LAB meeting at any time. The responsibilities undertaken by the LAB on behalf of the Trust Board are outlined in the Trusts Scheme of Delegation. The LAB role is clearly identified in the LAB Terms of Reference.

All governance and leadership meetings are planned to facilitate the flow of information between the Trust Leadership Group, through the LABs and onto the MAT Board. These

forums hold schools to account for quality and compliance as identified in the Quality and Compliance Framework.

## MacIntyre Academy Trust Board Meetings

The table below outlines the frequency and purpose of governance meetings in MAT:

	Frequency of meeting	Role of body	Personnel
MAT Trust Board	5 to 6 times per year	Legal accountability	Sponsor directors Independent Directors CEO Trust Leadership Group attendance
Local Advisory Boards	4 times per year	Local scrutiny and challenge	Principal (ex-officio) 2 parents 2 staff Community representatives Trust Directors can attend any meeting
Audit & Risk	3 times per year (can be incorporated into board meetings)	Assurance and monitoring	Trust Directors LABs report via MAT risk review schedule on a termly basis
Trust Leadership Group & Educational Leadership Group	6 times per year	Implementation of policy, systems, benchmarking, MIS, peer support	CEO Principals and Deputies (ELG) Head of Academy Support and Development Family and Engagement Lead Finance Officer

## Responsibilities of the Board

The MAT Board has overall responsibility and ultimate decision making authority for all the work of the Trust. They are accountable to external government agencies and are required to have systems in place through which they can assure themselves of quality, safety and good practice. The Board must also ensure compliance with company and charity law and with the trust's funding agreement with the Secretary of State.

Board members must all work to the standards laid out in the [National Governors Association Code of Conduct](#).

The Board deliver the three core functions common to school governance; setting the vision, holding the CEO/Principals to account for the school's educational performance and ensuring money is well spent. They are responsible for the following (not exhaustive).

### Setting the vision and standards:

- Compliance with the MAT Articles of Association.
- Development of core MacIntyre Academies vision and principles.
- Development and approval of MacIntyre Academies educational model.
- Development and approval of MacIntyre Academies care model.
- Determining level of delegation to each LAB.
- Establish, monitor and review all Academy policies and procedures as per the Scheme of Delegation.

- Comply with all relevant legislation and ensuring the Trust employs suitably qualified staff.
- To set the pay structure of all members of staff, in line with legal requirements.
- Review effectiveness of leadership/management/staff structures to ensure good succession and retention of a quality workforce.
- Development of MacIntyre Academies Marketing and Customer Engagement Plan
- Statutory compliance and risk management reporting.
- Development and evolution of the MacIntyre Academies ICT network strategy.
- To prohibit political indoctrination and ensure a balanced treatment of political issues.
- Monitoring of the Memorandum of Understanding between MacIntyre Academies & LABs\*
- Carrying out regular audits of governors skills in line with the needs of the Trust, and seek to address any gaps identified.
- Develop and monitor a collective learning and improvement plan across the MAT, ensuring this relates to the establishment and implementation of the MAT Strategy.
- Establish and implement a performance review process for CEO.

\*The memorandum of understanding between the Trust Sponsor and the Academy Members outlines the commitment made by the Sponsor to the Trust. The foundation for the relationship between MacIntyre and the Trust and their work is based on a shared vision and shared values. Key to this is the primary purpose of the Academy Trust and Sponsor is to make a difference to the lives of people with disabilities and their families. MacIntyre fully supports the independence and integrity of the Trust and the uniqueness of each of the Academies. MacIntyre acknowledges that the Trust and the Academies are accountable to the Secretary of State for Education and to the communities that they serve.

### **Schools Educational Performance:**

- Approval of high level curriculum and assessment procedures through SDPs.
- Holding schools to account.
- Performance management of the Head Teacher or Principal (led by the CEO with involvement of LAB chair and /or School Improvement partner and other specialists).
- School Development Plan sign off and target-setting.
- Monitoring of academy through Quality Assurance Policy implementation.
- Co-ordination of peer support and cross working between academies.
- Appointment of a new Head Teacher or Principal when appropriate (led by the CEO with involvement from the LAB chair).
- Monitoring that the Local Advisory Boards are fully populated with the appropriate number of governors, and that they comply with DfE standards and guidelines.
- Approval of MacIntyre Academies Safeguarding Policy and regular audit of local interpretation and effectiveness of local procedures.
- Approval of MacIntyre Academies HR, employment contracts and policies and audit of safer recruiting practices including single central record checks.
- Assurance of staff well-being, personal development opportunities, equality and diversity.
- Investment in/ development of MAT wide talent management & leadership training.
- Ensure LABs conduct self- assessment and performance review.
- Monitoring of and contribution to induction of all new senior staff.

### Ensuring money is well spent:

- Approval of Individual Academy budget.
- Approve the annual MAT budget, allocating finance to individual academies, using the funding formula allocations as a guide, but being sensitive to individual academy circumstances.
- Ensure at all times that the work of the Trust is conducted in accordance with the object of the company and company law.
- Establish and monitor a strategic risk register, including a contingency and business continuity plan, in order to evidence the results of the risk assessment process, with the support of the Audit and Risk Committee.
- Appoint and remove auditors, accountants, Company Secretary, Clerk, Accounting Officer, Principal Finance Officer, and Independent Peer Reviewer (Responsible Officer).
- Approve the annual MAT budget, allocating finance to individual academies, using the funding formula allocations as a guide, but being sensitive to individual academy circumstances.
- Approve the annual audited accounts and send to Companies House. To be signed by the Chair of the Board.
- Approve the long and medium term `Asset management plan`.
- Consider/Approve any recommendations made by the Trust Audit and Risk Committee.

### Ways of Working

General Meetings and Annual General Meetings are called by at least fourteen clear days' notice. Attendees are given notice of the time, place and nature of the meeting and reminded of their right to nominate a proxy to attend in their absence.

Emergency meetings can be called in accordance with the Articles of Association with 24 hours' notice. The Clerk will circulate papers to members and keep minutes of each meeting.

The Board agenda will include these standing items:

- Apologies
- Minutes of last meeting
- Matters Arising
- CEO report with Principal reports to LAB as appendices
- Finance Report and policies
- HR Report and policies
- Strategy and Development
- Governance – self-evaluation (21 Questions for MATs)
- Audit and Risk
- AOB
- Consideration of confidentiality

The Board may use their powers to delegate governance functions to individual Board members, committees and/or Local Advisory Boards, whilst remaining responsible for these functions. MAT publish a Scheme of Delegation (including Financial Authorities) on their website, this document clearly shows the structure and remit of its Members and the Trust Board and LABs, including detail of which functions which have been delegated and which remain with the Trust Board.

The Board receives an executive report from the CEO which summaries any key issues raised at Local Advisory Board Meetings or Trust Leadership Group Meetings. The Board monitors and manages Quality and Compliance through the Trusts Quality and Compliance Framework and associated High Risk Data Dashboard.

The Board requires a quorum of three Directors, who should include the Chair or Vice Chair of the Board and two other members of the Board. No business shall be transacted at any meeting unless a quorum is present, unless they act only for the purpose of filling vacancies or of calling a general meeting.

The Trust Board will agree their annual schedule of work at the end of the preceding year. This will inform future meeting agendas.

## **Review**

The Board carry out regular audits of all its governors' skills at Trust Board and LAB level in line with the needs of the Trust, and seek to address any gaps identified. The Board is committed to challenging themselves to ensure that the organisation is designed and structured to enable the achievement of its core purpose; to improve the outcomes for children and young people.

All Board Directors have a review after they have been in post for one year, and have therefore attended 5/6 meetings, unless they have reason to question their competency earlier. This review benchmarks and evaluates performance, and evidence from Trust Board meeting minutes is used as part of this evaluation. Thereafter all Board Directors have an annual review with the Chair of the Board.

The Board undertakes an annual self-evaluation of its performance (using the NGA 21 questions for MATs); it reviews the structure, membership, proceedings and functions of each committee/local advisory board every 12 months. It also reviews its appointments and appoints members and chairs for all committees.

The Members and Directors term of office is 4 years at which point they can be re-elected. The chair to the Board will be elected annually.

Resignations from Directors are sent to the Clerk. New Directors will be appointed by the Members when required.

## Appendix 1

Memorandum of Understanding between MacIntyre Academies Trust and MacIntyre

### **MACINTYRE ACADEMIES MEMORANDUM OF UNDERSTANDING PURPOSE**

MacIntyre is a charity with the objective of providing care, support, education and advice to children and adults with disabilities and autism, and their families. Founded in 1996 by parents of children with disabilities the charity today has a nationwide spread of diverse and locally connected services.

MacIntyre's primary purpose is to make a difference: for children and adults with disabilities and their families to have a better life. MacIntyre makes this difference by ensuring when a child or adult with a disability or their family member interacts with a MacIntyre employee they will feel the better for the experience. The accumulative benefit of these interactions will facilitate a better life.

MacIntyre's secondary purpose is to have a positive influence on the external sector: by demonstrating best practice, innovating and supporting the learning of others we help to raise the standard for all organisations.

MacIntyre's mission is to be recommended and respected by everyone for offering the best choice, providing best value and employing the best people. It is what other people say about their experience of MacIntyre that matters the most to the organisation: people with disabilities and their families, the staff and volunteers, local supporters, local authorities, central government, professional bodies, charitable bodies, other service providers - anyone and everyone.

MacIntyre's Way:

From its earliest origins MacIntyre has adopted an approach founded on the mutuality of respect, believing strongly in the importance of: personal well-being, equality of opportunity, individuality and the potential for everyone to develop and learn. MacIntyre's approach is child or person centred, rigorously outcome focused, up-to-date with government policy and representative of best practice. MacIntyre is ambitious for the people supported and employed and encourages them to be ambitious for themselves. Integrity is important to MacIntyre based on a belief that values are given meaning through actions.

To support its mission, MacIntyre has established MacIntyre Academies (the "Trust"), a charitable trust primarily funded by the Secretary of State for Education, which will deliver education to children with autism and other learning difficulties through the establishment of academies and free schools (the "Academies"). MacIntyre has a long track record of delivering outstanding provision for children with special educational needs and actively supports joint working between the two organisations. Building on MacIntyre's mission, heritage, experience and proven expertise, the Trust will, in its own right, build up a national reputation for educational excellence and seek to redress the inequality of opportunity still experienced by many children and young people with disabilities. To this end the trust is founded on the following principles: All children and young people, regardless of disability, have the same right to maximise their personal potential through the free access to great education

Education can and should be a way of maximising equality of opportunity for all children and young people

The Academies will encourage all students, regardless of severity of disability, to be ambitious for themselves and to be aspirational about their future hopes and dreams

Memorandum of Understanding between MacIntyre Academies Trust and MacIntyre



The learning experience for students will be outstanding: stimulating, engaging and highly tailored to the individual student

The Academies will work with students and families as partners and focus on good, student-centred outcomes to create the best foundation on which to build adult life

The Academies will recruit, continuously develop and retain a highly skilled workforce that delivers the best educational experience and outcomes

Each Academy will be inextricably connected to their local areas acting as a community hub and building supportive links

The trust will encourage innovation and work in partnership with a wide range of experts to develop and implement best practice based on evidence based research, sharing our learning widely

Each Academy will be entrepreneurial maximising the resources directly spent on education and delivering value for money

We will continuously develop the expertise of our employees

In fulfilling the mission to be flexible and solution focussed, MacIntyre, the Trust and each of its Academies make the following commitments to each other.

#### **COMMITMENTS BY MACINTYRE**

##### **Ethos and Vision**

1. The foundation for the relationship between MacIntyre and the Trust and their work in relation to the Academies is based on a shared vision and shared values. MacIntyre will preserve and protect this vision only departing from it in agreement with the Trust.

2. MacIntyre fully supports the independence and integrity of the Trust and the uniqueness of each of the Academies.

3. Recognising the value of collaboration and the advantage of a common identity, MacIntyre will provide a voice on national issues affecting the Trust and its Academies, helping to communicate the Trust's and the Academies' needs and concerns to those with the responsibility for the funding and regulation of publicly funded schools.

4. MacIntyre acknowledges that the Trust and the Academies are accountable to the Secretary of State for Education and to the communities that they serve.

5. MacIntyre expects to be open and transparent in all its dealings with the Trust, subject to any duty to keep confidential those matters which are considered confidential, and to act at all times in the utmost good faith notwithstanding any change in the relationship between them.

##### **Leadership**

1. In pursuit of an education that is child and person centred, MacIntyre will provide leadership and guidance, drawing on its own experience and providing a platform and focus for the sharing of knowledge and best practice.

2. MacIntyre will seek to ensure that high quality, committed, skilled individuals are put forward as directors and governors and will conscientiously monitor the contribution made by such appointees and will remove individuals in the event of misconduct and/or a failure to support and deliver the high ideals of MacIntyre and the Trust.

Memorandum of Understanding between MacIntyre Academies Trust and MacIntyre

3. MacIntyre will monitor standards and achievement ensuring the Trust and the Academies are sufficiently challenged to drive continuous and sustained improvement. We will celebrate our successes and learn from our failures together.

4. If intervention is necessary, then any action to be taken by MacIntyre will be proportionate. Open and respectful dialogue will be maintained at all times and MacIntyre will fully support the Trust in the development and implementation of any action plan in respect of an Academy.

### **Partnership and Support**

1. Whilst no formal partnership exists between MacIntyre and the Trust, the relationship is one of equal partners sharing a common goal and object, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges.

2. In the pursuit of excellence and a high quality personalised education and support plan, MacIntyre will provide support to the Trust and its Academies in a variety of ways ranging from administrative support to leadership mentoring and governor training. If required, MacIntyre and the Trust will subject to paragraph 4 below enter into any agreements to formalise the support provided, which includes any agreements required by the Secretary of State. MacIntyre will facilitate partnership working with other national and local bodies and provide support to the pupils and students of its Academies and their families through its own national programmes including; MacIntyre No Limits™, MacIntyre Family Footings and MacIntyre My Way™.

3. MacIntyre recognises and accepts that it is a fundamental principle of the Secretary of State's academies programme that those who have set up/established and/or control the entity that enters into academy arrangements with the Secretary of State (in this case the Trust) do not derive any profit from their involvement with that entity. MacIntyre accepts and agrees to abide by this principle in all its dealings with the Trust and the Academies.

4. The Trust acknowledges that MacIntyre will have no financial responsibility for the Trust in any situation. Nevertheless, MacIntyre will provide advice and assistance to the Trust in relation to budget setting and financial risk management. The Trust is expected to develop appropriate risk management strategies, adopting financial prudence and complying with all legal requirements and guidance issued from time to time by the Secretary of State and the Charity Commission.

## **COMMITMENTS BY THE TRUST AND ITS ACADEMIES**

### **Ethos and Vision**

1. The Trust shares the vision of MacIntyre and supports the mission set out above. The Trust will act at all times in the utmost good faith in all its dealing with MacIntyre, notwithstanding any change in the relationship between them.

2. The Trust will ensure that each Academy makes a commitment to support the values and principles set out in this Memorandum of Understanding and that this commitment is acknowledged each time a director of the Trust and a governor of a Local Governing Body of an Academy is appointed.

3. The Trust recognises that the public image of itself and the Academies is strongly linked to MacIntyre and agrees to honour and protect the good will associated with the use of the MacIntyre name. The Trust will put in place any measures required by MacIntyre to protect its good name.

**Governance** Memorandum of Understanding between MacIntyre Academies Trust and MacIntyre

1. The Trust and in turn the Academies will adopt and comply with all the practice based and teaching policies of MacIntyre as communicated from time to time by MacIntyre. The Trust will also adopt and implement any policies of strategic importance to MacIntyre, reinforcing the shared vision and common approach. These will include policies dealing with issues such as financial probity, recruitment, equality and diversity, complaints and health and safety amongst others.

2. The directors of the Trust and the governors of the Academies have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Trust and the Academies. They shall be open and transparent about decisions and be prepared to justify those decisions, including those which might on the face of it seem in conflict with those of MacIntyre, subject to any duty to keep confidential those matters which are considered confidential. The Trust will ensure that all directors and governors are regularly reminded of the Trust's conflicts policy which addresses general conflicts of interest as well as the unique relationship with MacIntyre.

3. The directors shall have regard to any advice and guidance issued by MacIntyre in relation to any matter, including financial management, reporting to MacIntyre on any matter as required from time to time.

4. The Trust will notify MacIntyre of any significant financial liability that the Trust is considering taking on and will keep MacIntyre informed of any matter which is likely to be a cause for concern to MacIntyre.

### **Partnership and Support**

1. The Trust and each of the Academies recognise that they are part of a family of schools supported by MacIntyre and each other and that this means they have a responsibility which may extend beyond the Academy and the Trust.

2. The Trust and the Academies will work collaboratively with MacIntyre and the other schools supported by MacIntyre, sharing resources and know how as may be appropriate with the following objectives in mind, to support each other to:

achieve consistently high standards of teaching and learning

provide local leadership capacity and support

develop cost effective curriculum design and collaboration which optimises opportunities for pupils and students and provides added value progress for them

provide support building upon individual learning and specialisms and/or areas of strength between schools to improve key aspects of performance

achieve best value in service delivery especially where partnership working can add value.

3. The Trust is committed to developing the potential of its employees and recognises the value of working collaboratively in relation to the continuing professional development of its people. The Trust will share its knowledge and experience with MacIntyre and support any programme of training and skills development that MacIntyre is promoting.

4. Where resources are offered and shared with other MacIntyre schools this will be on the basis that any charges levied will reflect the costs incurred without charging any element of profit and the Trust will be open and transparent in its dealings with others.

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5. The strength of the partnership between the Trust and MacIntyre lies in the fact that both look outwards as well as inwards and the interaction with others provides challenge and opportunity as well as promotes best practice. Whilst it is clear what support is provided by MacIntyre, nothing in this Memorandum of Understanding will prohibit the Trust and its Academies collaborating with other local and national networks.

#### **REVIEW AND EVALUATION**

1. MacIntyre and the Trust commit to the ongoing monitoring and evaluation of how well this collaboration is working, meeting as necessary to review outcomes and processes to ensure that the objectives are sufficiently challenging to drive continuous and sustained improvement. Disagreements will be taken seriously and handled in the spirit of collegiality, escalated only if necessary.

2. We will celebrate our successes and learn from our failures together.

Dated: [ ]

## Appendix 2

### The Board of Trustees/Directors

Post	Area of expertise	Post holder
Member/Director/Chair of Trust Board	Internal Audit, Risk Management and Compliance	Neil MacMillan, Executive Director and Ernst and Young
Member/Director/Vice Chair of Trust Board	Marketing and branding.	Martin Zahra, Senior Executive in Leisure and Tourism Industry
Member	Corporate	MacIntyre Care (sponsor charity) as corporate member
Independent Member	Finance and Executive Leadership	Denise Cockhrem, Finance Director
Director	CEO of national charity providing care	Sarah Burslem, CEO of MacIntyre Charity
Independent Director	Finance, corporate governance, risk and assurance.	Amy Harvey (incoming), Controls and Assurance Manager
Independent Director	Educational leadership	Charlotte May
Independent Director	Educational and local authority governance, scrutiny	Tony Greenwood MBE