



MacIntyre
Academies

MacIntyre Academies Trust Board Terms of Reference

Version:	Changes	Responsibility / date
V7	Updated throughout to bring into line with current guidance	MAT CEO, June 2025

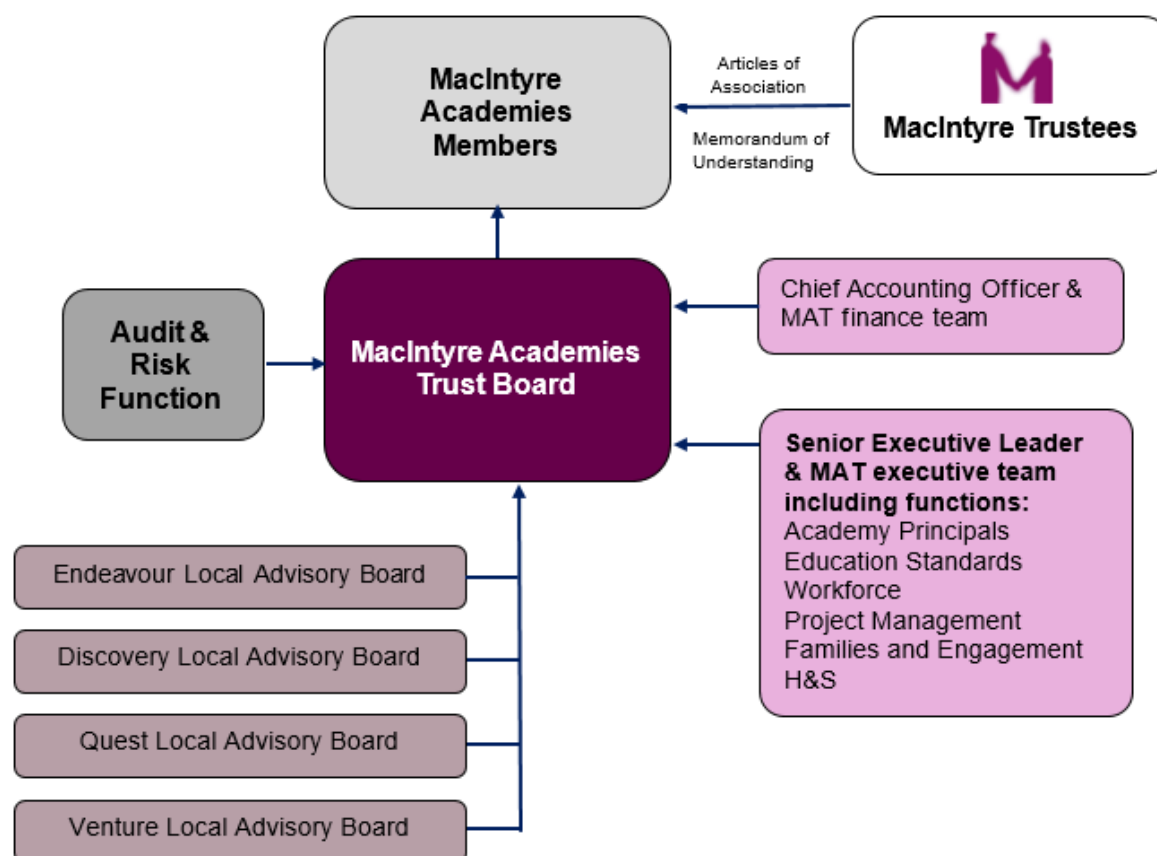
Date adopted by MAT Board: Jan 2015
Date Reviewed: June 2025
Next review: June 2026

1. Overview

MacIntyre Academies Trust is the legal entity that is ultimately accountable for all activities within the Trust's academies. 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 academy, pupils' outcomes and the performance management of staff
3. Overseeing the financial performance of the academies and the Trust ensuring value for money and appropriate investment and use of funds

The Trust is also the employer of all staff and the academies' admissions authority. MacIntyre Academies Trust **governance structure** is illustrated below:



2. The Role of MacIntyre Academies 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 Group Director for Education and Children's Services 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 educational performance of its academies. It does this through the employment of a Group Director for Education and Children's Services, the support of Local Advisory Board sub-committees, and the Audit and Risk sub-committee.

The Board oversees the strategic management of all the schools within MacIntyre Academies; these are Endeavour Academy in Oxfordshire and three academies in Warwickshire being Discovery Academy, (Nuneaton) Quest Academy (Rugby) and Venture Academy (Henley-in-Arden)

3. MAT Board Structure

MacIntyre Academies operates with 3 defined layers of Governance.

- Members hold the Trust Board Directors to account, and provide oversight of all of the business of the Trust.
- Trust Board Directors hold the legal accountability for all activity in the Trust, and create committees to add to their own scrutiny and oversight.
- The Trust Board also sets up Local Advisory Boards at each Academy, which have clearly delegated responsibilities.

The current structure is identified in appendix 2.

3.1 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.

The Trust has five Members; three sponsor nominated Members, the sponsor organisation as a Corporate Member and 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.

3.1.1 Powers to be exercised by the Members only

Members have power to:

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

3.2 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 Group Director for Education and Children's Services. 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 or closure of an academy, a change of school category, approval of budget, discipline policies, and admissions, these matters must be addressed by the whole Trust Board.

3.3 Directors

MacIntyre Academies 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 that is considered confidential.

4. 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 and a Chair appointed by the Trust Board.

The Trust requires all appointed Board Members, Directors and LAB Chairs to have:

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

5. MacIntyre Academies Trust Board Meetings

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

	Frequency of meeting	Role of body	Personnel
Members	Attend the AGM (minimum) and have an open invite to all Trust meetings	Hold MAT Board to account Appoint Directors	<ul style="list-style-type: none"> • 3 Founding Members, including MacIntyre as a corporate Member • 1 Sponsor appointed Member • 1 Member appointed by Members using Article 16.
MacIntyre Academies Trust Board	5 times per year	Legal accountability	<ul style="list-style-type: none"> • Sponsor Directors • Independent Directors • Group Director for Education and Children's Services • Trust Leadership Group attendance
Audit & Risk Committee	4 times per year	Assurance and monitoring	<ul style="list-style-type: none"> • 3 Trust Board Directors • Company Secretary • Group Director for Education and Children's Services • Head of Operations
Local Advisory Board	4 times per year (or 6 times, where a school is judged to be less than Good by Ofsted, or is under interim leadership)	Local scrutiny and challenge	<ul style="list-style-type: none"> • LAB Chair • Principal (ex-officio) • 2 Parent representatives • 2 Staff representatives • Community representatives • Group Director for Education and Children's Services • Trust Board Directors (or Members) can attend as they wish
Trust Leadership Group	6 times per year	Implementation of policy, systems, benchmarking, MIS, peer support	<ul style="list-style-type: none"> • Group Director for Education and Children's Services • Academy Principals • Head of Operations • Governance & Compliance Manager • Learning & Development Manager

6. 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 Group Director for Education and Children's Services/Principals to account for the school's educational performance and ensuring money is well spent. They are responsible for the following (not exhaustive).

7. 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 statutory 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 governor 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 Group Director of Education and Children's Services

*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.

8. Schools Educational Performance:

- Approval of high-level curriculum and assessment procedures through SDPs.
- Holding Academies to account.
- Performance management of Principals (led by the Group Director for Education and Children's Services, 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 Principal when appropriate (led by the Group Director for Education and Children's Services 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 Academy Safeguarding Policies, which are to be fully aligned with the only variations being 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.

9. Ensuring money is well spent:

- Approval of Individual Academy budgets
- 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, Governance Professional, Accounting Officer, Principal Finance Officer, and Independent Peer Reviewer (Responsible Officer).
- 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.

10. 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 Governance Professional 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
- Group Director for Education and Children's Services report including Academy Dashboard
- Finance Report
- HR Report
- Trust Policies
- Strategy and Development
- Governance , including LAB and Trust Board Performance Dashboards
- 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. The Trust publish its Scheme of Delegation (including Financial Authorities) on it's website, this document clearly shows the structure and remit of its Members, the Trust Board

Directors 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 Group Director of Education and Children's Services which summaries key activity from across the Trust in the reporting period. A Local Advisory Board Update paper is provided at every Board, summarising the key points raised at Local Advisory Board Meetings, including monitoring visit reports and details of LAB recruitment activity. 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.

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

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

Appendix 1

[Memorandum of Understanding between MacIntyre Academies Trust and MacIntyre](#)

Appendix 2

Trust Board Directors

Chair (Director and Member)	Finance	Denise Cockrem
Director (Vice-Chair and Member)	Marketing and branding.	Martin Zahra
Director	CEO of MacIntyre Care	Sarah Burslem, CEO of MacIntyre Charity
Director	Human Resources	Ruth Smyth
Independent Director	Finance, corporate governance, risk and assurance.	Amy Patel
Independent Director	Finance / Leadership	Neil Fraser
Independent Director	Education	Rhian Williams

Trust Board Members

Post	Area of expertise	Post holder
Member/Director/Chair of Trust Board	Finance	Denise Cockrem
Member/Director/Vice Chair of Trust Board	Marketing and branding.	Martin Zahra
Member	Audit / Finance and Executive Leadership	Neil Macmillan
Independent Member	Finance and Executive Leadership	Richard Stephenson
Corporate Member		MacIntyre Care as corporate member