

## **Members**

William Thallon  
Pat Dubas  
Suzanne Knight

## **Board of Directors**

William Thallon (Chair)  
Graham Lawman (Vice Chair)  
David Morris  
Rashesh Joshi  
Susan Fitzgerald (Parent Representative)  
Rob Hardcastle (Acting CEO)  
Colin Hinds (Company Secretary/Executive/Chief Financial Officer)  
Kerry Bishop (Parent Representative)  
Chris Brown

Quorum: 6 of 10 (60% for removal of Chair or a Director)

Meetings per year: At least 3.

## **Board of Directors Sub-committees**

### **Finance and Premises & Audit Committee**

Rashesh Joshi (Chair)  
Colin Hinds (in attendance for Audit Committee items)  
Rob Hardcastle (in attendance for Audit Committee items)  
William Thallon  
Graham Lawman  
David Morris  
Chris Brown

Quorum: 3. Non-Executive Directors

Meetings per year: At least 2.

Meetings per year: as required for issues re premises; health & safety or for specific projects  
Most finance and premises business will be dealt with by the whole Board of Directors

### **Staff, Teaching & Pay**

William Thallon (Chair)  
Rob Hardcastle  
Colin Hinds  
Susan Fitzgerald  
Kerry Bishop

Quorum: 3. Non-Executive Directors

Meetings per year: Meetings per year: as required for appeals; issues re pay and conditions; safeguarding. Most staff and safeguarding business will be dealt with by the whole Board of Directors

## **Curriculum & Standards**

Rob Hardcastle  
Academy Principals  
William Thallon  
Kerry Bishop

Meetings per year: At least 3.

## **The Role of the Members of the Academy Trust**

There will be a minimum of 3 Members (Article 18) with responsibilities summarised as follows:

- To appoint the Board of Directors (Article 50)
- To remove Directors (Article 66)
- To appoint or remove Members (Article 13)

## **The Role of the Academy Trust Directors**

There will be a minimum of 3 directors (Article 45) whose term of office shall be four years (Article 64).

Directors have the following responsibilities and powers:

- To elect annually the Chairman and Vice Chairman of the Board of Directors (Article 82)
- To appoint and delegate powers to the CEO and the Academy Committees where in place.
- To appoint the Clerk to the Directors
- To elect annually the Chair of the Academy Committees where in place
- To manage the business of the Company in accordance with the Companies Memorandum & Articles of Association, and Companies Act 2006
- To expend the funds of the Company in order to achieve the Object of the Company
- To enter into contracts on behalf of the Company (Article 94b)
- To operate Academy Trust Bank Accounts and authorise bank account signatories.
- To monitor compliance of member academies with the law and statutory guidance.

## **The Role of the Chair of the Board of Directors**

The Chair of the Board will hold the following responsibilities:

- To ensure that the board is effective in setting and implementing the Multi-Academy Trust's direction and strategy
- To take the chair of all general meetings and board meetings
- To take a lead role in determining the composition and structure of the Board
- To provide leadership to the Board
- To ensure proper information for the Board
- To plan and conduct Board meetings effectively
- To provide support to the CEO

Disqualification: Any Executive Director (i.e. CEO and Director of Finance & Operations, or any other Director employed by Hatton Academies Trust)

### **The Role of the Chair of a Sub Committee**

- To ensure the business of the Academy Committee is conducted properly, in accordance with the law, statutory guidance, Hatton Academies Trust policies and procedures and powers delegated by the Board of Directors.
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making
- To establish and foster an effective relationship with the CEO, and HAT Senior staff based on trust and mutual respect for each other's roles. The Chair has an important role in ensuring that the Academy committee acts as a sounding board for senior staff and supports the CEO to follow the strategic direction set by the Board of Directors.
- To ensure that the Board of Directors are made aware of the business of the Advisory Board and Academy Committee and any subcommittees it has established through communication with the CEO

### **The Role of the Clerk to the Board/Sub Committees**

- To work effectively with the Chair of the Board of Directors/Chairs of the Sub Committees/the other Directors/and the CEO to support the Academy Committees
- To convene all meetings of the Board of Directors/Sub-committees at the request of the Chair, CEO or any three Directors
- To attend all meetings of the Board of Directors and Sub-committees; and ensure that minutes are taken and published in a timely manner
- To maintain a register of Members and Directors
- To advise the CEO of renewal dates of Hatton Academies Trust policies in a timely manner.
- To perform such other administrative functions as may be determined by Members and Directors
- To maintain the register of Directors and Academy Representatives business interests
- To maintain the Trust's statutory information and ensure it is updated and published on the Trust website
- To manage the process of election of Chairman, Vice Chairman at Board and Academy Committee level.

## The Board of Directors

*The Board of Directors will approve Multi-Academy Trust Strategy, act as a critical friend to Executive Directors of the Multi-Academy Trust and be accountable for Trust outcomes. It should set aims and objectives and agree performance against targets and strategic priorities, and monitor financial performance and probity.*

### Responsibility

The responsibility of the Directors in so far as the business of the academy is concerned is to:

- Set the strategic direction
- Determine the policy and procedures of the Trust
- Hold the Academies to account and provide challenge and support to the CEO

### Core Function

- **Setting strategic direction** for the Trust by clarity of vision and ethos; engaging stakeholders; and meeting statutory duties
- **Creating robust accountability** by using data to challenge and support the member academies; strengthen academy leadership; performance manage the CEO and evaluate the Board of Director's impact
- **Ensure the best use of financial resources:** ensure solvency and effective financial management; use of pupil premium and other resources to overcome barriers to learning.

### Terms of reference:

- To ensure that the Company operates in accordance with the law (including the Companies Act 2006), the Articles of Association and any directions given by special resolution.
- To agree constitutional matters\*, including procedures where the Academy Committees has discretion
- To hold at least three Board of Director meetings a year\*
- To appoint or remove the Chair and Vice Chair of the Board of Directors\*
- To appoint or remove a Clerk to the Directors\*
- To suspend a Director or Academy Representative\*
- To establish the committees of the Board of Directors and the terms of reference\*
- To establish an Advisory Board where required
- To decide which functions of the Board of Directors will be delegated to the advisory board, committees, groups and individuals\*
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Board of Directors is necessary\*
- To approve the first formal budget plan for the Trust of the financial year
- To review the delegation arrangements annually
- To agree the programme of work and calendar of meetings for the Board of Directors and its sub-committees for the academy year, based on known cycles of academy improvement, financial management, staffing issues and communicating with parents
- To monitor the progress of work being undertaken by the sub-committees and individuals
- To consider recommendations made by the Chair of Sub-committees with regard to the working of the Board of Directors.

- To be available and respond to matters of particular difficulty, sensitivity or emergency and offer advice to the CEO.
- To review admission arrangements to the Trust academies
- To establish an Audit Committee.
- To evaluate the outcomes performance of the Trust academies and provide challenge and support to the CEO and Academy Principals
- To be accountable to the DfE for the performance of the Trust academies
- Establish directors to serve on hearings and appeals as required

\* these matters **cannot** be delegated to either a committee or an individual.

### **Areas of the Trust's work supported and monitored by this Board:**

- Vision/Mission – lead the Board of Directors in the process to determine and review the Trust's vision and mission statement
- Trust educational and financial performance
- Evaluation and Improvement planning overview
- Equal opportunities policies- sex, race, gender, disability, sexual orientation, employment equality, age discrimination
- Admissions to the Trust academies

### **Statutory Duties:**

- Scheme of Delegation
- Special Educational Needs
- Admissions Policy
- Equality Information and Objectives (public sector duty) statement for publication
- Equality policy
- Register of Business Interests of Directors

### **Sub Committees**

#### **Staff, Teaching and Pay Committee**

**Areas of the Trust's work supported and monitored by the whole board or this committee:**

- Staff recruitment and retention
- Performance review/appraisal
- Quality of teaching and learning
- Staff performance and pay issues not resolved by the CEO
- Pay
- Organisational structure

NB. The CEO shall be responsible for the appointment of senior staff in the trust academies and put in place procedures for the proper performance management, professional and personal development of staff.

- Draft and keep under review the academy staffing structure in consultation with the CEO
- Be responsible for ensuring the Trust Pay, Appraisal Policy and other staff policies are implemented and evaluated
- Ensure compliance with Trust recruitment procedures for all staff including safeguarding processes
- Oversee the process leading to staff number increases and reductions as appropriate
- Oversee the Trust's procedures for ensuring the health, safety, and well-being of staff
- Keep under review staff work/life balance, working conditions and well-being, including the monitoring of absence
- Support the CEO and Academy principals in staff procedures and hear evidence regarding staff discipline, misconduct, capability, grievances and dismissals
- Academy Principal/ Performance Review, the CEO will:
  - Review the Principal's performance and targets as appropriate
  - Decide whether the targets have been met and to set new targets annually

#### **Finance and Premises & Audit Committee**

**Areas of the Trust's work supported and monitored by the whole board or this committee:**

**Finance - specific terms of reference:**

- In consultation with the CEO, and Company Secretary, to draft the first formal Trust budget plan of the financial year
- To establish and maintain an up to date medium-term financial plan
- To review financial performance on an on-going basis
- To ensure that the member academies operate within the financial regulations set by the Department for Education within the Academy's funding agreement and the Academies Financial Handbook.
- To monitor expenditure of all voluntary funds kept on behalf of the Board of Directors
- To make decisions in respect of Trust contracts
- To set the financial limits to contracts approved at the single Academy level
- In consultation with the Executive Directors, draft the first formal budget plan of the financial year following allocation of funding from the Trust for Directors' approval
- Establish and maintain an up to date medium term financial plan
- Consider the financial performance of the Academy and report significant anomalies from the anticipated position to the Company Secretary

- Ensure that the academy operates within the financial regulations set by the Department for Education within the Academy's funding agreement and the current Academies Financial Handbook.
- Monitor expenditure of all voluntary funds kept on behalf of the academy
- Make decisions in respect of contracts below the limits delegated by the Board of Directors
- Make decisions on expenditure following recommendations from the Trust Board of Directors
- Monitor financial probity within the Trust financial procedures.
- Develop risk management strategies and follow the Value for Money procedures

### **Premises**

- Identify priorities, including Health and Safety, for the maintenance and development of the Trust premises.
- Oversee arrangements for repairs and maintenance
- Make recommendations on premises-related expenditure and bids
- Oversee arrangements, including Health and Safety, for the use of academy premises by outside users, subject to Trust policy.
- Be responsible for monitoring the security of the premises
- Be responsible for monitoring and developing the learning environment for pupils and working environment for staff
- Oversee and monitor the academy arrangements for trips and visits in line with Trust policy and procedure
- Establish with the Directors and keep under review a Building Development/Maintenance Plan; Accessibility Plan; and Asset Management Plan

### **Audit – Internal Measures**

The Audit Committee will advise the board and Accounting Officer on:

- The strategic processes for risk, control and governance and the VFM and Governance statements
- The accounting policies, the accounts and the Annual Report of the Trust (including the levels of error identified and the Management's letter of representation to the external auditors)
- The planned activity and results of both internal and external audit
- Adequacy of management response to issues identified by audit activity, including the external auditor's management letter
- Assurances relating to the management of risk and corporate governance requirements for the organisation
- Anti-fraud policies, whistle-blowing processes and arrangements for special investigations

### **Curriculum and Standards**

- Hold the Trust Academies to account and challenge and support the Academy Principals
- Implement and review the Academy's curriculum plans
- Ensure effective teaching and learning
- Monitor the academy's academic performance with a focus on the Data Dashboard and RAISE
- Monitor the academy's data and target setting processes
- Monitor the achievement of groups of pupils within the Trust Academies

- Ensure that the requirements of pupils with SEND are met
- Determine, monitor and review the academy's literacy and numeracy strategy.
- Monitor the academy's behaviour, safety and guidance of pupils and their statutory obligations regarding these
- Monitor and review the academy's processes for ensuring that pupils feel safe and listened to
- Review the academy's actions to tackle bullying including cyberbullying
- Monitor and review pupils' conduct in lessons (Behaviour for Learning) and around the academy
- Monitor and review pupil exclusions
- Monitor and review the extent to which pupils adopt healthy lifestyles
- Monitor and review pupil attendance and persistent absence
- Monitor and review the academy's transition arrangements
- Monitor and review the effectiveness of partnerships
- Oversee the academy's child protection procedures and monitor their effectiveness
- Monitor the progress of vulnerable children/children in care.