

Members

William Thallon
Pat Dubas
Suzanne Knight

Board of Directors

William Thallon (Chair)
Graham Lawman (Vice Chair)
David Morris
Rashesh Joshi
Rob Hardcastle (CEO)
Colin Hinds (Company Secretary/Executive/Director of Finance and Operations)
Chris Brown
Jo Austen (Parent Representative)
Kay Aitken (Parent Representative)
Julia Kedwards

Quorum: 6 of 11 (60% for removal of Chair or a Director)
Meetings per year: At least 3.

Board of Directors Sub-committees

Finance and Premises Committee

Chris Brown (Chair)
Colin Hinds
Rob Hardcastle
William Thallon
Graham Lawman
David Morris

Quorum: 3. Non-Executive Directors
Meetings per year: At least 2.

Audit and Risk Committee

Rashesh Joshi (Chair)
Graham Lawman
Kay Aitken
William Thallon
Colin Hinds (in attendance for Audit Committee items)
Rob Hardcastle (in attendance for Audit Committee items)

Quorum: 3. Non-Executive Directors
Meetings per year: At least 2.

Staff and Pay Committee

William Thallon (Chair)
Rob Hardcastle
Colin Hinds
Jo Austen
Kay Aitken

Quorum: 3. Non-Executive Directors
Meetings per year: At least 2

Curriculum & Standards

William Thallon
Julia Kedwards
Jo Austen
Rob Hardcastle
Academy Principals

Quorum: 3 Non-Executive Directors
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

The Board has established a Curriculum and Standards Committee as a Committee of the Board to support them in their responsibilities for issues of: teaching and learning, academic performance, SEND, attendance, and student behaviour.

Membership

The members of the Curriculum and Standards Committee are:

- Non-Executive Board members: William Thallon - Chair
Julia Kedwards
Jo Austen
- Executive Board Members: Rob Hardcastle
(in attendance)
- the Curriculum and Standards Committee will be provided with a secretariat function by: Katie O'Sullivan from Syzygy

Meetings

- the Curriculum and Standards Committee will meet at least three times a year. During the academic year 2023-2024, meetings will be held on:
 - 17th October 2023
 - 16th January 2024
 - 11th June 2024
- The Chair of the Curriculum and Standards Committee may convene additional meetings, as they deem necessary.
- a minimum of 3 non-executive members of the Curriculum and Standards Committee will be present for the meeting to be deemed quorate.
- Curriculum and Standards Committee meetings will normally be attended by the Accounting Officer.
- The Curriculum and Standards Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- The Curriculum and Standards Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- The Board or the Accounting Officer may ask the Curriculum and Standards Committee to convene further meetings to discuss particular issues on which they want the Committee's advice

Reporting

- the Curriculum and Standards Committee will formally report in writing to the Board and Accounting Officer after each meeting.
- The Curriculum and Standards Committee will provide the Board and Accounting Officer with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

The committee will advise, monitor, evaluate and report on:

Curriculum matters

1. The broad educational needs of the pupils attending the trust's academies.
2. The curriculum principles which apply to all academies in the trust.
3. How curriculum principles are being implemented by academies in the trust and their impact on all pupils.
4. Curriculum and quality of education issues for all academies in the trust.
5. Curriculum enrichment throughout the trust.
6. Other curriculum issues such as spiritual, moral, social and cultural learning.

Pupil achievement

(Many trust boards delegate specific responsibilities for monitoring and reporting on achievement and standards at academy level to the local tier of governance (academy committees or local governing bodies).

7. Pupil achievement and standards throughout the trust, including specific groups: those with special educational needs and disability (SEND), disadvantaged, looked after children and pupils with English as an additional language.
8. The quality of teaching and learning throughout the trust, including performance and future performance trends and risks in relation to each academy.
9. Teaching capacity throughout the trust including the impact of continuing professional development on pupil achievement and standards.
10. How collaboration between academies in the trust and more widely is raising pupil achievement and wider outcomes.

Wider outcomes

11. The trust-wide approach towards ensuring all pupils are given the knowledge, skills and attributes needed to manage their lives now and in the future.
12. The trust-wide approach to improving pupils' health, wellbeing and physical literacy.
13. The trust-wide approach to building the cultural capital of pupils.
14. The trust-wide approach to promoting British values and providing pupils with a global outlook.
15. The trust-wide approach to providing pupils with effective careers education.
16. Issues related to pupil discipline such as levels of exclusions across the trust.
17. Current and emerging patterns, trends and risks relating to attendance and behaviour for all academies in the trust.
18. Current and emerging patterns, trends and risks relating to pupil wellbeing for all academies in the trust.
19. Engaging pupils, parents and the wider community in promoting and improving educational performance and wider outcomes for all pupils throughout the trust.
20. Review, adopt and monitor all policies delegated by the trust board (LIST?)

Rights

The Curriculum and Standards Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience.
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

Access

The representative from the Trust's commissioned Internal Audit function and the representative of External Audit will have free and confidential access to the Chair of the Curriculum and Standards Committee.

Approval

Date agreed : 19th July 2024

Date of next review : July 2024

The Board has established an Audit and Risk Committee as a Committee of the Board to support them in their responsibilities for issues of risk, control and governance by reviewing the comprehensiveness of assurances in meeting the Board and Accounting Officer's needs and reviewing the reliability and integrity of these assurances.

Membership

The members of the Audit and Risk Committee are:

- Non-Executive Board members: Rashesh Joshi - Chair
William Thallon
Graham Lawman
Kay Aitken
- Executive Board Members: Rob Hardcastle
(non-voting members in attendance) Colin Hinds
- the Audit and Risk Committee will be provided with a secretariat function by:
Katie O'Sullivan from Syzygy

Meetings

- the Audit and Risk Committee will meet at least twice a year. During the academic year 2023-2024, meetings will be held on:
 - 5th December 2023
 - 12th March 2024
 - 14th May 2024
- The Chair of the Audit and Risk Committee may convene additional meetings, as they deem necessary.
- a minimum of 3 non-executive members of the Audit and Risk Committee will be present for the meeting to be deemed quorate.
- Audit and Risk Committee meetings will normally be attended by the Accounting Officer, the Finance Director and (as required) the representative from the Trust's commissioned internal audit service and a representative of External Audit.
- The Audit and Risk Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- The Audit and Risk Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

- The Board or the Accounting Officer may ask the Audit and Risk Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Reporting

- the Audit and Risk Committee will formally report in writing to the Board and Accounting Officer after each meeting.
- The Audit and Risk Committee will provide the Board and Accounting Officer with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

The committee has responsibility delegated by the trust board to:

1. oversee and approve the trust's programme of internal scrutiny
2. support development and review of the trust's risk management policy, setting out the framework the trust has adopted for risk management.
3. ensure that risks are being addressed appropriately through internal scrutiny
4. evaluate the adequacy of the trust's internal control framework, including financial and non-financial controls and management of risks and report this to the trust board
5. assess whether procedures are designed effectively and efficiently, and check whether agreed procedures have been followed
6. review the external auditor's plan each year
7. review the annual report and accounts
8. review the auditor's findings and actions taken by the trust's managers in response to those findings
9. review findings from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations
10. assess the effectiveness and resources of the external auditor – refer to section 4.17 of ATH
11. produce an annual report of the committee's conclusions on the above assessment to advise the board of trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration
12. to seek assurance that the risks identified are those which may occur, for example, operational risk, financial risk, compliance risk, regulatory and legal risk, major accident

13. review the ratings and responses on the risk register to inform contingency and business continuity planning and the programme of work, ensuring risks and control measures are adequately identified and modified as appropriate
14. provide reports for each full trust board meeting, highlighting emerging risks or significant anomalies at the earliest opportunity
15. agree a programme of work annually to deliver internal scrutiny that provides coverage across the year
16. agree who will perform the work
17. consider reports at each meeting from those carrying out the programme of internal scrutiny
18. consider progress in addressing recommendations
19. recommend to members the appointment of an external auditor (in accordance with the trust's articles of association)
20. receive the external auditors' annual plan, annual report, and accounts and recommend appropriate actions to the trust board in response to the findings
21. to review the trust's insurance cover in compliance with its legal obligations
22. review, adopt and monitor all policies delegated by the board (List?)

Rights

The Audit and Risk Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience.
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

Access

The representative from the Trust's commissioned Internal Audit function and the representative of External Audit will have free and confidential access to the Chair of the Audit and Risk Committee.

Approval

Date agreed : 19th July 2023

Date of next review : July 2024

The Board has established a Finance and Premises Committee as a Committee of the Board to support them in their responsibilities for issues of: financial planning & budgeting, contracts, expenditure & value for money, health & safety, security, trips & visits and asset management.

Membership

The members of the Finance and Premises Committee are:

- Non-Executive Board members: Chris Brown - Chair
William Thallon
Graham Lawman
David Morris
- Executive Board Members:
(in attendance) Rob Hardcastle
Colin Hinds
- the Finance and Premises Committee will be provided with a secretariat function by: Katie O'Sullivan from Syzygy

Meetings

- the Finance and Premises Committee will meet at least twice a year. During the academic year 2023-2024, meetings will be held on:
 - 21st November 2023
 - 27th February 2024
 - 2nd July 2024
- The Chair of the Finance and Premises Committee may convene additional meetings, as they deem necessary.
- a minimum of 3 non-executive members of the Finance and Premises Committee will be present for the meeting to be deemed quorate.
- Finance and Premises Committee meetings will normally be attended by the Accounting Officer, the Finance Director and (as required) the representative from the Trust's commissioned internal audit service and a representative of External Audit.
- The Finance and Premises Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- The Finance and Premises Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters

- The Board or the Accounting Officer may ask the Finance and Premises Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Reporting

- the Finance and Premises Committee will formally report in writing to the Board and Accounting Officer after each meeting.
- the Finance and Premises Committee will provide the Board and Accounting Officer with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

The committee has responsibility delegated by the trust board to:

Finance

1. review an annual budget, ensuring resources are allocated in line with the trust's strategic priorities and curriculum plans
2. present the annual balanced budget to the trust board for approval
3. review and approve a realistic three-year financial plan, taking into account the trust's vision, known risks and opportunities
4. receive the trust's management accounts in order to monitor the trust's cash position and income and expenditure against the approved budget
5. review pupil number estimates (that underpin revenue projections) termly
6. report back to each meeting of the trust board, alerting them to potential problems and significant variations to the approved budget at the earliest opportunity
7. ensure that the trust board's approach to pay and benefits is transparent, proportionate and justifiable
8. develop a framework for the pay of the senior executive leader and the leadership team
9. comply with statutory requirements to publish trust staff rates of pay and benefits.
10. ensure that sufficient funds are allocated for staff pay increments
11. monitor spending of pupil premium, PE and sport premium (and other relevant premiums); ensure that funding is spent effectively and is having the intended impact on pupil outcomes
12. review and approve any adjustments to the trust's approved budget (subject to the scheme of delegation)
13. approve expenditure and virements of sums over [INSERT] – sums below this amount are delegated to the trust's senior executive leader

14. undertake detailed scrutiny and recommend approval of the school resource management self-assessment checklist annually
15. ensure that the trust's financial procedures are complied with
16. review and act upon any issues identified by benchmarking against similar trusts, internal or external scrutiny
17. ensure that the trust follows basic procurement rules and achieves best value for money when acquiring goods and services

Premises and Health and Safety responsibilities

18. ensure that safeguarding policies, procedures and training is effective and complies with the law at all times, having regard to statutory guidance Keeping Children Safe in Education
19. review the school's accessibility plan
20. receive an annual health and safety audit report and monitor any arising actions
21. receive regular reports on accident statistics, near misses, incidents of violence or aggression
22. ensure that a process is in place to approve educational visits, ensuring that health and safety planning and risk assessments have been undertaken for them
23. ensure that inspections of the trust premises and equipment take place (annually and at appropriate intervals), and a report is received identifying any issues
24. monitor the health and safety training that staff and trustees undertake

25. review, adopt and monitor all policies delegated by the board (list?)

Rights

The Finance and Premises Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience.
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

Access

The representative from the Trust's commissioned Internal Audit function and the representative of External Audit will have free and confidential access to the Chair of the Finance and Premises Committee.

Approval

Date agreed : 19th July 2023

Date of next review : July 2024

The Board has established a Staff and Pay Committee as a Committee of the Board to support them in their responsibilities for issues of: recruitment and retention, performance review/appraisal, pay, organisational structure.

Membership

The members of the Staff and Pay Committee are:

- Non-Executive Board members: William Thallon - Chair
Jo Austen
Kay Aitken
- Executive Board Members:
(in attendance) Rob Hardcastle
Colin Hinds
- the Staff and Pay Committee will be provided with a secretariat function by:
Katie O'Sullivan from Syzygy

Meetings

- the Staff and Pay Committee will meet at least twice a year. During the academic year 2023-2024, meetings will be held on:
 - 7th November 2023
 - 12th February 2024
- The Chair of the Staff and Pay Committee may convene additional meetings, as they deem necessary.
- a minimum of 3 non-executive members of the Staff and Pay Committee will be present for the meeting to be deemed quorate.
- Staff and Pay Committee meetings will normally be attended by the Accounting Officer, the Finance Director and (as required).
- The Staff and Pay Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.
- The Staff and Pay Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- The Board or the Accounting Officer may ask the Staff and Pay Committee to convene further meetings to discuss particular issues on which they want the Committee's advice

Reporting

- the Staff and Pay Committee will formally report in writing to the Board and Accounting Officer after each meeting.
- The Staff and Pay Committee will provide the Board and Accounting Officer with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

The committee has responsibility delegated by the trust board to:

1. review the staffing structure of the trust, ensuring that it meets the requirements of the trust development plan, the curriculum and is affordable
2. consider applications from staff for variation to contract (such as secondments, early retirement, leave of absence, reduced working hours and flexible working requests)
3. review staff work-life balance, working conditions and wellbeing, including monitoring staff absence rates
4. oversee the operation of the appraisal policy, including making arrangements for the senior executive leader's performance management
5. review pay decision data to ensure that pay increments are awarded fairly
6. ensure that staffing procedures (including recruitment procedures) comply with equality legislation and safer recruitment practice
7. monitor the provision of staff training and CPD, ensuring sufficient budget is allocated
8. review, adopt and monitor all policies delegated by the board (List?):

Rights

The Staff and Pay Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience.
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

Access

The representative from the Trust's commissioned Internal Audit function and the representative of External Audit will have free and confidential access to the Chair of the Staff and Pay Committee.

Approval

Date agreed : 19th July 2023

Date of next review : July 2024