Members
Pat Dubas
Suzanne Knight
David Smith
Kay Austen
Rashesh Joshi

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

Quorum: 5 of 9 (60% for removal of Chair or a Director)
Meetings per year: At least 3.

Specific Director Responsibilities
Safeguarding Director – Helen Carville
SEND Director – William Thallon
Health & Safety and Estates Management – David Morris

Board of Directors Sub-Committees

Finance and Premises Committee
Chris Brown (Chair)
Graham Lawman
David Morris
Colin Hinds
Rob Hardcastle

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

Audit and Risk Committee
Graham Lawman (Chair)
William Thallon
Chris Brown
Helen Carville
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 & Pay Committee
William Thallon (Chair)
Jo Austen
Rob Hardcastle
Colin Hinds

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

Curriculum & Standards Committee
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