



John Taylor MAT Board – Terms of Reference

1. Introduction

1.1 Vision and Values

What we Value:

'We believe in the power of education to improve lives – and the world'

We are driven to ensure that our communities can realise their true potential through learning. This is our mission. To that end, we provide the experiences, resources, structures and systems to enable all to engage, all to progress, all to achieve.

Through all that our Multi-Academy Trust provides, we extend our mission beyond the school in which it originated. Our core values are articulated here:

- **Our commitment to ensure learning is at the heart of all we do**
Keeping “the main thing, the main thing” – prioritising our people, time, energy and funding to the improvement of the educational experience – both formal and informal – we provide.
- **A passion for excellence**
Only comparing ourselves with the best. When finding it, seeking to match and then surpass it.
- **Restlessness and curiosity**
Looking for opportunity to be involved and to learn from new experiences.
- **Courage to innovate**
Leading change – in teaching and learning, curriculum development, organisational structures.
- **Tenacity and resilience**
Holding to our mission in times of turbulence, and remaining resolute until we achieve what we set out to do.
- **Collegiality**
Listening to others, sharing with others, learning from others.

Ethos and mission statement

Each academy will become an outstanding school and work collaboratively with other schools within the MAT for mutual benefit and improvement. Schools will also maintain good working relationships with other local schools, community organisations and the local authority to ensure they fully serve their local communities.

John Taylor MAT Board role and purpose

- 1.2 As a charity and company limited by guarantee, John Taylor MAT (the “Company”) is governed by a board of directors (the “directors”) who are responsible for, and oversee, the management and administration of the trust and the academies run by the trust.

- 1.3 The directors are accountable to the Department for Education (DfE) and external government agencies, including the Charity Commission, for the quality of the education they provide and the effective use of the associated academy funding. They are required to have systems in place through which they can assure themselves of quality, financial probity, safety and good practice.
- 1.4 These terms of reference explain the ways in which the board fulfils its responsibilities for the leadership and management of the trust. They have been adopted by the board in accordance with the trust's Articles of Association (the Articles) and should be read in conjunction with those Articles.

2. Directors' powers and responsibilities

- 2.1 The trust board is responsible for the strategic direction, broad policy framework and oversight of the trust and all its academies in order to ensure that John Taylor MAT's vision and values underpin the work of the trust and the trust and its direction of travel.

The board should also ensure the solvency of the trust, safeguarding its assets and delivering its charitable outcomes. The board oversees the performance of the trust, including the management of risk. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality assurance processes. The directors have the power to direct change where performance falls short of expectations of good to outstanding schools.

- 2.3 The directors have a duty to act in the fulfilment of the trust's objects.

They are:

"to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum. ("the mainstream Academies") or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the alternative provision Academies") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the 16 to 19 Academies") or school specially organised to make special educational provision for pupils with Special Educational Needs ("the Special Academies")

- 2.4 Directors will have regard to the interests of all the academies for which the trust is responsible in deciding and implementing trust-wide policies or exercising any authority in respect of an academy.
- 2.5 The trust is the sole legal entity for all central operations and for the academies in the trust. As such, on behalf of the sponsor and as detailed

in the Articles and Master Funding Agreement, the trust board has sole responsibility for strategic decision making in the trust. On behalf of the trust, the board can decide to delegate some (but not all) of its decision making powers to board committees, including sub-committees of the main board and local governing bodies (LGBs) constituted for the individual academies in the trust. The extent of delegation will be determined by school effectiveness and the practical necessities of good governance.

2.6 These delegations must take full account of the trust's legal responsibilities and ensure effective risk management. The details of delegated decision making are described in the Terms of Reference for Local Governing Bodies (LGBs) further on in this document.

2.7 The Chief Executive Officer will:

- Be responsible to the Trust board for leading and managing the Trust, creating and articulating an effective vision and strategy which meets its needs as it evolves.
- Oversee the delivery of a culture of educational improvement; raising performance, enhancing teaching and learning and ensuring high levels of quality assurance.
- Be accountable for the overall financial viability and sustainability of the Trust and for the development of relationships with key internal and external stakeholders for the benefit of its students and the wider communities.

3. Membership

3.1 The directors are appointed by the John Taylor MAT Members on behalf of the trust.

3.3 The quorum for trust board meetings will be three or a third whichever is the greater.

3.4 Directors are appointed because of the range of skills and expertise they can bring to help to realise the MAT's vision and values for the trust, enhance the effective strategic leadership and management of the trust, and represent stakeholder interest within the trust effectively.

3.5 The trust shall ensure representation on the Board from the MAT's LGBs through the appointment of two directors from their number. In order to ensure opportunity is shared across all MAT schools, the tenure of LGB representation directors will be a maximum of four years.

4. Appointment of chair and vice-chair

- 4.1 The chair of the trust board is appointed by the Members of the Board and holds office for one year. S/he is eligible for re-election.
- 4.2 The vice-chair of the trust board and chairs of established committees are elected by the trust board. The Vice Chair holds office for one year and is eligible for re-election. The Chairs of Committees are appointed for such term as the Trust Board may decide.
- 4.4 If the chair and vice-chair are absent from any meeting of the board, the members shall choose one of their number to act as chair for the meeting.

5. Meetings

- 5.1 The trust board shall meet at least three times in each school year. Extraordinary meetings may be called at short notice if there are urgent issues that need board discussion and/or a board decision. Committees will meet as defined by their individual Terms of Reference.
- 5.2 The trust will appoint a Clerk to the board.

6. Terms of Reference

The duties of the trust board shall be:

Setting the strategic direction

- 6.1 to ensure that John Taylor MAT's vision and values underpin the way in which the trust works and relationships within the trust;
- 6.2 to determine the educational character, ethos and mission of the trust;
- 6.3 to approve the trust strategic plan and review annually;
- 6.4 Terms of reference for the John Taylor MAT will be reviewed by the John Taylor MAT board on an annual basis. All amendments to the John Taylor MAT Board terms of reference will require a special resolution i.e. 75% voting in favour. All changes to the local governing body terms of reference will also be made by the John Taylor MAT Board and, if approved would be amended in the terms of reference for all local governing bodies within the John Taylor MAT. All terms of reference will be reviewed by both the John Taylor MAT Board and the local governing bodies annually.

Ensuring high standards of achievement and improved performance

- 6.4 to ensure that all academies in the trust are effectively challenged and supported to maximise outcomes of children and young people who attend trust academies through target-setting and other mechanisms;
- 6.5 to receive reports at every board meeting in order to review regularly outcomes and impact against key performance indicators as identified in the trust's strategic plan;

- 6.6 to challenge and support the trust's senior officers and academy leaders to achieve best value in terms of impact, outcomes, quality and cost;

Ensuring strong and robust governance

- 6.7 to ensure compliance with the trust's duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements;
- 6.8 to establish an effective risk management process and monitor its Implementation;
- 6.9 to ensure the continued charitable status of the trust;
- 6.10 to approve the trust board's terms of reference and keep them under regular review;
- 6.11 to approve the trust's accountability framework and keep it under regular review;

- 6.12 to approve the terms of reference of the Board committees and keep them under regular review;
- 6.13 to approve the trust's policy framework that identifies responsibilities for approving specific policies and keeping this under regular review;
- 6.14 to take timely action to address decisions for which there is a legal requirement for board approval;
- 6.15 to ensure effective consultation and communication with all constituent parts of the trust;
- 6.16 to review its own effectiveness regularly and agree appropriate actions to improve its performance;

Ensuring sound financial practices

- 6.17 to approve the trust's annual budget and keep it under regular review by receiving a financial report at every board meeting;
- 6.18 to approve each trust academy's bottom line annual budget, review annually and endorse plans to address identified over or underspends;
- 6.19 to agree the scheme of financial delegation to trust academies and review this annually;
- 6.20 to receive the annual report from the trust's auditors and take the appropriate actions to respond positively to any recommendations;

Becoming the employer of choice

- 6.21 to approve trust wide employment policies for all trust employees;
- 6.22 to appoint the CEO, Heads of Schools and members of the Trust Executive Team and endorse the appointment of all other staff;

Ensuring a secure health and safety environment

- 6.23 to approve the trust's health and safety policy and review its implementation annually;

Ensuring effective child protection and safeguarding

- 6.24 to approve the trust's safeguarding policy and keep it under regular review;
- 6.25 to receive an annual report on the effectiveness of safeguarding practices in trust academies and within the trust;

Acting as the admissions authority

6.26 as the admissions authority for all trust academies, determine the admissions arrangements for all academies and review annually;

7. Reporting procedures

7.1 The clerk to the trust board shall circulate minutes of the meetings, the agenda and any associated papers for forthcoming meetings at least seven working days before the date of the board meeting.

8. Audit

8.1 In order to ensure compliance with all of the above, a separate Audit Committee shall be convened in line with statutory requirements and current best practice.