



## Orwell MAT Trust Board

**Chair:** Mayleen Atima    **Clerk:** Kate Thomas

**Trustees:** Jason Dearsley, Beverly Lawrence, Keeley Potter, Catherine Bickersteth (Vice Chair), Ruth Slater, Lucy Matthews

**Other Attendees:** Ellena Skoulding (CFO)

### Terms of Reference

Trust Board Trustees are both charity-law trustees and company-law directors. In Orwell MAT they are referred to as Trustees. Trustees must comply with the trust's charitable objects, with Company and Charity Law, and with the funding agreement.

Company directors' duties are described in sections 170 to 181 of the Companies Act 2006.

- The Trust Board has three core functions:
- **Strategic Leadership of the academy trust:** the board defines the trust vision for high quality and inclusive education in line with its charitable objects
- **Accountability and assurance:** the board has robust effective oversight of the operations and performance of the academy trust including:
- **Engagement:** the board has strategic oversight of relationships with stakeholders

The Articles of Association allow for up to 8 Member appointed Trustees. The Chief Executive Officer may be a Trustee (Article 57). Co-opted Trustees may be appointed in line with Article 58. When appointing new Trustees, Members will work with Trustees to ensure there are no expertise gaps and there is high level input covering the entire range of the business eg. education, finance, HR, property, etc. Executive staff will generally not be trustees, except for the CEO. The requirement for parental representation is met at local governance level with each Local Governing Committee (LGC) required to have 2 Parent Governors.

**Quorum for meetings:** one third of the total number of Trustees or 3 Trustees whichever is greater.

### Roles and Responsibilities of Trustees

Orwell MAT Trustees will:

- Constantly focus on what's best for the schools and pupils by challenging in a constructive manner, asking probing questions and visualising the strategic picture, in terms of both the Trust and schools within it

*WHERE LEARNING IS UNSTOPPABLE AND ASPIRATIONS HAVE NO LIMITS*

- Understand and effectively carry out their roles, responsibilities and accountabilities, acting within their powers to evaluate risks and consider dynamic and innovative options.
- Measure and lead school improvement and drive the necessary changes:
  - Monitor KPIs that have an impact on Quality of Education and ensure quality of provision for all pupils including disadvantaged pupils and pupils with SEND.
  - Ensure that effective processes are in place for the quality assurance of teaching, learning and assessment; the curriculum; inclusion; collaboration and the sharing of good practice across the Trust and beyond.
- Understand the financial and business elements of leading a MAT, as well as the legal aspects of the role and how the Trust and the business work.
- Work as part of a team and accept shared responsibility and accountability, as well as undertaking frequent self-evaluation in order to remain effective.
- Act with a strong moral purpose, integrity, and honesty, and as an advocate for the MAT's values, ethos, and philosophy, promoting the success of the trust
- Exercise independent judgement and express disagreement in a rational, professional, and constructive manner.
- Exercise reasonable care, skill and diligence whilst adopting an entrepreneurial mindset in order to see and make the most of opportunities that are outside the day-to-day practices of the Trust
- Be innovative, creative, and open-minded by engaging in future thinking and 'horizon scanning'.
- Ensure that they have the commitment and stamina to drive forward the MAT, as well as the will to abandon the 'good' in order to find the 'outstanding'.
- Avoid conflicts of interest, declaring an interest in any proposed transactions or arrangements and not accept benefits from third parties
- Agree by majority email communication when an immediate decision needs to be made.

There should be a clear division of responsibilities at the head of the organisation between the running of the Board and the executive responsibility for running the schools.

### **Chair of the Board**

The Chair of the Board is appointed by majority vote of Trustees and this appointment is confirmed annually. The Chair must be a non-executive Director. Prior to the meeting at which the Chair is selected, any potential candidates for the position will submit an application in writing expressing their interest and stating what they would bring to the role. Statements will be read and voted on at the meeting

by ballot and counted by the appointed Clerk. Alternatively should there be no potential candidates submitted, at the meeting, all Trustees excluding the CEO would be asked to nominate (or self nominate) an appropriate Chair which would then be voted on at the meeting by ballot and counted by the appropriate Clerk.

The appointed Chair will:

- Be a skilled Chair who is aware of their duties as Head of the Board and the clear division of responsibilities between the Board and the executive.
- Have a sound knowledge of the education sector and be totally committed to the vision for educational improvement with an ability to engage and motivate others to feel the same.
- Act with selflessness; integrity, objectivity, accountability; openness; honesty; and leadership. \*
- Be fair, open to ideas, have a good social awareness and a “service and helping” motivation.

### **Roles and Responsibilities of the Chair**

The Chair is responsible for:

- The leadership of the Board ensuring its effectiveness in all aspects of its role.
- The proper conduct of the Board, its members and the governing system.
- Building high quality relationships and an effective team-work approach, ensuring that relations between members of the Board are constructive, being prepared to confront individuals who inappropriately disrupt a sense of collectivity.
- Ensuring that communication is effective i.e. participation, the timely provision of appropriate information, and establishing a ‘meeting culture’ where matters can be discussed openly.
- Running meetings efficiently, preparing for them and managing them well.
- Motivating and leading the Board; managing Board performance and engaging the Board in the assessment and development of its own performance.
- Making sure the strategic planning process is effective.
- Providing leadership on corporate governance matters.
- Enlisting and focusing the talent and energy of others towards the Orwell MAT vision, mission and goals.
- Ensuring public accountability as the public face of the Trust, representing Orwell MAT to the wider community and representing the Board to the staff who work in Orwell MAT schools.
- Ensuring value for money.

\*Seven Principles of Public Life enunciated by the Nolan Committee (The Committee on Standard in Public Life,