

ILLUMINATE MINDS TRUST

MAT TRUST BOARD

Terms of Reference



The Role of Illuminate Minds Trust (IMT) Board

The IMT Board is responsible for providing clarity of vision, ethos and strategic directions to all internal and external stakeholders. The Trust Board is responsible for ensuring high standards of support for all teaching and learning within its educational establishments. The Board ensures that money is well spent. The MAT Board provides scrutiny and challenge to the MAT central support team, holding the CEO and their team to account for the performance of their team including Heads of School. The Board is responsible for the scrutiny and challenge of decisions made by Heads of School, holding them to account for the schools' educational performance. It does this through the employment of a CEO, the support of Local Advisory Subcommittees, and the Finance, Audit and Risk Subcommittee.

The Board oversees the strategic management of all the schools within IMT; these are Fairford Academy Barnehurst and Pelham Primary School.

The MAT requires all appointed Board members to have:

- The skills required to contribute to effective governance and the success of the Trust.
- The skills to deliver their core functions effectively.
- A strong commitment to the role and to improving outcomes for children.
- A strong commitment to the values of the Trust in line with those of its sponsor.
- A willingness to provide support and fulfil the function of "critical friend" to the CEO.
- The inquisitiveness to question and analyse.
- A willingness to learn.
- Good interpersonal skills.

MAT Board Structure

Representing a small group of schools, the MAT board provides centralised governance and has been supported by the development of sub-committees at school level known as Local Advisory Committees. We believe that a single Board creates good conditions for realising the benefits of school-to-school collaboration. The structure of the Board is subject to review as the Trust grows and develops. The MAT Board has 4 Members and 7 Directors. There is clear delineation between the tiers of governance and no person is a member of more than one board. Trust Board meetings may also be attended by people from the Trust Leadership Group or the Chair of any subcommittee on invitation.

MAT Trust Board Members

Members have ultimate responsibility for the trust achieving its charitable objectives. They sign off the Articles of Association and have power to appoint and remove the Directors. The Members appoint Directors and have the right to remove a Director by ordinary resolution (a

vote passed by the majority of members). However Members shall consult with the Trust Board before voting on any resolution of the Members of the Company.

Powers to be exercised by the Members only:

- Change the Articles of Association
- Change of school category
- Amendments to the Funding Agreement
- Appoint/dismiss Directors

Power of the Chair

The Chair, or in the absence of the Chair, the Vice-Chair, has the power in extreme circumstances to carry out the functions of the Board, in consultation if possible with the CEO. This power is exercised where a delay in action is likely to be seriously detrimental to the interests of the Trust or an academy/free school, a pupil at an academy or their parents, or a person who works at the academy. Decisions must always be reported at the next Trust Board meeting. This power does not include matters relating to the alteration and closure of the academy, a change of school category, approval of budget, discipline policies, and admissions, these matters must be addressed by the whole Trust Board.

Directors/ Trustees

IMT aims to have 7 Directors. Additional Directors can be co-opted in accordance with the Articles of Association. The total number of Directors who are employees of the Company or the Sponsor shall not exceed one third of the total number of Directors. Parent representation is focused on Local Advisory Committees. Directors have the power to direct change where required. In general terms their responsibility is to determine the policy and procedures of the Academy Trust and to consider and respond to strategic issues. Independent Directors are valued for the challenge and scrutiny that they can provide to the Board.

All Directors have a duty to act independently and not as agents of those who may have appointed them. They should act with integrity, objectivity and honesty in the best interests of the Trust. Directors shall be open about decisions except in so far as any matter is considered confidential.

The Local Advisory Committees (LACs)

Local Advisory Committees are constituted to provide local scrutiny and challenge for Heads of School within individual schools. Any Board Member or Director can attend a LAC meeting at any time. The responsibilities undertaken by the LAC on behalf of the Trust Board are outlined in the Trusts Scheme of Delegation. The LAC role is clearly identified in the LAC Terms of Reference.

All governance and leadership meetings are planned to facilitate the flow of information between the Trust Leadership Group, through the LACs and onto the MAT Board. These forums hold schools to account for quality and compliance.

IMT Trust Board Meetings

The MAT Board has overall responsibility and ultimate decision making authority for all the work of the Trust. They are accountable to external government agencies and are required to have systems in place through which they can assure themselves of quality, safety and good practice. The Board must also ensure compliance with company and charity law and with the trust's funding agreement with the Secretary of State.

Board members must all work to the standards laid out in the National Governors Association Code of Conduct. The Board deliver the three core functions common to school governance; setting the vision, holding the CEO/Principals to account for the school's educational performance and ensuring money is well spent. They are responsible for the following (not exhaustive):

- Setting the vision and standards:
- Compliance with the MAT Articles of Association.
- Development of core IMT vision and principles.
- Development and approval of the IMT educational model.
- Determining level of delegation to each LAC.
- Establish, monitor and review all Academy policies and procedures as per the Scheme of Delegation.
- Comply with all relevant legislation and ensuring the Trust employs suitably qualified staff.
- To set the pay structure of all members of staff, in line with legal requirements.
- Review effectiveness of leadership/management/staff structures to ensure good succession and retention of a quality workforce.
- Statutory compliance and risk management reporting.
- Development and evolution of the IMT ICT network strategy.
- Carrying out regular audits of governors skills in line with the needs of the Trust, and seek to address any gaps identified.
- Develop and monitor a collective learning and improvement plan across the MAT, ensuring this relates to the establishment and implementation of the MAT Strategy.
- Establish and implement a performance review process for CEO.

IMT fully supports the independence and integrity of the Trust and the uniqueness of each of the Academies. IMT acknowledges that the Trust and the Academies are accountable to the Secretary of State for Education and to the communities that they serve. Therefore, the Trust Board will hold leaders to account through their meetings on the following:

- Schools Educational Performance.
- Performance management of the Head of School (led by the CEO with involvement of LAC Chair and /or School Improvement partner and Director of Standards).
- School Development Plan monitoring.
- Monitoring that the Local Advisory Committees are fully populated with the appropriate number of governors, and that they comply with DfE standards and guidelines.
- Approval of IMT Child Protection and Safeguarding Policy and regular audit of local interpretation and effectiveness of local procedures.
- Approval of IMT HR, employment contracts and policies and audit of safer recruiting practices including single central record checks.
- Assurance of staff well-being, personal development opportunities, equality and diversity.
- Investment in/ development of MAT wide talent management & leadership training.
- Monitoring of and contribution to induction of all new senior staff.
- Approval of Individual Academy budget.
- Approve the annual MAT budget, allocating finance to individual academies, using the funding formula allocations as a guide, but being sensitive to individual academy circumstances.

- Ensure at all times that the work of the Trust is conducted in accordance with the object of the company and company law.
- Establish and monitor a strategic risk register, including a contingency and business continuity plan, in order to evidence the results of the risk assessment process, with the support of the Audit and Risk Committee.
- Appoint and remove auditors, accountants, Company Secretary, Clerk, Accounting Officer, Principal Finance Officer, and Independent Peer Reviewer (Responsible Officer).
- Approve the annual MAT budget, allocating finance to individual academies, using the funding formula allocations as a guide, but being sensitive to individual academy circumstances.
- Approve the annual audited accounts and send to Companies House. To be signed by the Chair of the Board.
- Approve the long and medium term 'Asset management plan'.
- Consider/Approve any recommendations made by the Trust Audit and Risk Committee.

Annual General Meetings are called by at least fourteen clear days' notice. Attendees are given notice of the time, place and nature of the meeting. Emergency meetings can be called in accordance with the Articles of Association with less than 24 hours' notice. The Clerk will circulate papers to members and keep minutes of each meeting. The Board agenda will include these standing items:

- Apologies
- Minutes of last meeting
- Matters Arising
- CEO report with Principal reports to LAC as appendices
- Finance Report and policies
- HR Report and policies
- Strategy and Development plans and updates.
- Trust Safeguarding Report.
- Trust Estates / Health and Safety Report
- Audit and Risk
- AOB

The Board may use their powers to delegate governance functions to individual Board members, committees and/or Local Advisory Boards, whilst remaining responsible for these functions. IMT publish a Scheme of Delegation (including Financial Authorities) on their website, this document clearly shows the structure and remit of its Members and the Trust Board and LACs, including detail of which functions which have been delegated and which remain with the Trust Board.

The Board receives an executive report from the CEO which summaries any key issues raised at Local Advisory Board Meetings or Trust Leadership Group Meetings. The Board monitors and manages Quality and Compliance through the Trusts KPI and Data Dashboard Reports. The Board requires a quorum of four Directors, who should include the Chair or Vice Chair of the Board and three other members of the Board including the CEO or their representative. No business shall be transacted at any meeting unless a quorum is present, unless they act only for the purpose of filling vacancies or of calling a general meeting. The Trust Board will agree their annual schedule of work at the end of the preceding year. This will inform future meeting agendas.

Review

The Board carry out regular audits of all its governors' skills at Trust Board and LAC level in line with the needs of the Trust, and seek to address any gaps identified. The Board is committed to challenging themselves to ensure that the organisation is designed and structured to enable the achievement of its core purpose; to improve the outcomes for children and young people.

The Board undertakes an annual self-evaluation of its performance (using the NGA 21 questions for MATs); it reviews the structure, membership, proceedings and functions of each committee/local advisory board every 12 months. It also reviews its appointments and appoints members and chairs for all committees. The Members and Directors term of office is 4 years at which point they can be re-elected. The chair to the Board will be elected annually. Resignations from Directors are sent to the Clerk. New Directors will be appointed by the Members when required.

Illuminate Mind's Trust Intent

IMT's mission is to provide a holistic educational offer on the foundations of "Excellence Every Day". IMT has adopted an approach founded on the mutuality of respect, believing strongly in the importance of: academic excellence, aspirational goals, ambitious communities, personal well-being, equality of opportunity, individuality and the potential for everyone to secure their best future through confidence in their own agency. IMT's approach is child centred, rigorously outcome focused, up-to-date with government policy and representative of best practice. IMT is ambitious for the people supported and employed and encourages them to be ambitious for themselves. Integrity is important to IMT based on a belief that values are given meaning through actions.

The Trust Board's role is centred on the following statements:

- In pursuit of an education that is child centred, the Trust Board will provide strategic leadership and guidance, drawing on its own experience and providing a platform and focus for the sharing of knowledge and best practice.
- IMT will seek to ensure that high quality, committed, skilled individuals are put forward as directors and governors and will conscientiously monitor the contribution made by such appointees and will remove individuals in the event of misconduct and/or a failure to support and deliver the high ideals of the Trust.
- The Board will monitor standards and achievement ensuring the Trust and the Academies are sufficiently challenged to drive continuous and sustained improvement. We will celebrate our successes and learn from our failures together.
- If intervention is necessary, then any action to be taken by the Board will be proportionate. Open and respectful dialogue will be maintained at all times and the Board will fully support the Trust in the development and implementation of any action plan in respect of an Academy.

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