



# **MAT GOVERNANCE PROCEDURES**

**2019-20**

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## **Purpose**

These procedures detail the responsibilities and operating principles which follow from the Articles of Association.

These Governance Procedures are based on the Academy Articles of Association: Model One, February 2016 DfE, and also draw on the *Governance Handbook for Academies, multi-academy trusts and maintained schools, January 2017*. Previous versions of the Procedures were based on the Instrument & Articles of Government for Further Education Colleges (2008), following the Learning and Skills Act (2000) and the Further Education Boards (Former Sixth Form Colleges)(Replacement of Instrument and Articles of Government) Order 2007, as amended by the Education Act 2011 (See Appendix 15).

## **Background**

The College converted to an Academy on 1 March 2017. The Academy Trust Company, Hereford Sixth Form College, was formed as a company limited by guarantee on 28 November 2016 with a company number of 10499174. All the assets necessary for the proper operation of the College were transferred to the ATC on 1 March 2017, the conversion date. On March 31<sup>st</sup> 2019 Hereford Sixth Form College Trust converted to a Multi-academy Trust – the Heart of Mercia Trust comprising Hereford Sixth form College and Worcester Sixth Form College.

## 1. Terminology

These governance procedures are based on the formal Articles of Association of the trust. Copies are available to all Directors. The objects, requirements of Members and Trustees and operating principles for the Board are detailed in the Articles. All Academy Trusts, as charitable companies, have both Trustees and Members. Trustees are both charity trustees and company directors of the Academy Trust. Members are Trustees who were signatories to the Memorandum and Articles of Association of the Academy Trust. Members hold the Trustees to account and can appoint and remove Trustees.

There are 5 subscriber Members of the Multi-Academy Trust Company at its formation in March 2019 (Appendix 1).

The MAT is operated by the Academy Trust Company through a Board of Trustees. The Board of Trustees is the accountable body for the Academy Trust. Trustees are also known as Directors (Appendix 2).

*No Trustee/Director has power as an individual:* Directors can only act when they meet together as a Board.

## 2. Composition of the Board

The Members may appoint by ordinary resolution Trustees to the Board. The Executive Principal is an ex-officio Trustee.

Students, being under 18 years of age, may not be Trustees. There is no requirement to appoint Parent Trustees as the local governing bodies will continue to do this,

## 3. Operating Principles and Procedures (listed alphabetically)

### *Absence of Chair and Vice-Chair*

In the event of the absence of both Chair and Vice-Chair the Directors' meeting will elect an acting chair, excluding the Principal'

### *Agendas*

All Board and committee agendas will have standing initial items that:

- request any interest or gift to be declared that is relevant to that agenda;
- identify items on the agenda that will be deemed confidential to the Board. Where possible agenda items will be marked for decision and papers will have a clear recommendation for the Directors to consider

### *Chairs' and Vice Chairs' election and Chairs' Terms of Office*

The Chair and Vice-Chair of the Board will be elected/re-elected annually at the final meeting of the academic year. Committee Chairs are elected at the first committee Meeting of an academic year. However, there are limits on Chairs' tenure of office:

- i. A Director may serve as Chair of the Board for a maximum of eight years, subject to annual re-election. The Search Committee may give consideration for re-nomination for a further term
- ii. Committee Chairs may hold the post for three years, subject to annual re-election
- iii. The Search Committee will decide which elements of the Appointment procedure shall apply, and will weigh the value of refreshing Board membership against experience. A statement in support of re-appointment should be submitted to the Committee

#### *Chairing Committees*

- The aim of (ii) is that all Directors will eventually gain experience of committee chairmanship.
- After several years' service on one committee, Directors will be encouraged to move to another in order to broaden their experience and contribution.
- Newcomers to committees will not be asked to chair them

#### *Chair of Board's Delegated Powers*

The Chair has the authority to act on behalf of the Board where failure to do so would cause serious financial loss or bring the College into disrepute. Wherever possible there would be consultation with at least one other Director in these circumstances.

#### *Code of Conduct*

The Directors have adopted a Code of Conduct (Appendix 3) based on the Nolan Principles.

#### *Complaints*

There is a procedure for dealing with complaints against Directors or the Board as a whole. It is Appendix 4 to this document. A separate procedure deals with complaints against the local governing bodies.

Complaints addressed directly to the Board, the Chair's response and any further outcomes will be reported to Directors at the next scheduled Board meeting.

#### *Contacting MAT Directors*

All Directors may be contacted via the Clerk to the Trust at [jtg@hereford.ac.uk](mailto:jtg@hereford.ac.uk) or 01432 355166. Alternatively, members of the public may write to Directors as follows:

#### *Name of Director*

c/o The Clerk to the MAT  
Trustees Hereford Sixth Form  
College Folly Lane  
Hereford  
HR1 1LU

### *Decisions and Voting at Board and Committee Meetings*

- Decisions at meetings shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting.
- All members of a committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- In the case of an equality of votes, the Chair of the meeting (or in his or her absence, the Vice Chair or Acting Chair) shall have a second or casting vote.

### *Declaration of Eligibility*

All Directors sign a declaration of eligibility on appointment and thereafter annually. (Appendix 5).

### *Declaration of Interests*

All Directors are asked on appointment and thereafter annually to sign a Declaration of Interests (Appendix 6). The Clerk will maintain a Register of Interests and Directors must inform him of any relevant change in their circumstances. Non-trustee Co-opted Committee Members, Senior Postholders and those dealing with the College finances must also sign a Declaration of Interests. (See also 'Agendas')

### *Principles applying to connected party relationships*

Academy trusts must be even-handed in their relationships with connected parties by ensuring that Trustees understand and comply with their statutory duties as company directors to avoid conflicts of interest, not to accept benefits from third parties, and to declare interest in proposed transactions or arrangements.

The College's register of interests must capture relevant business and pecuniary interests of members, trustees and senior employees.

The College must pay no more than 'cost' for goods or services provided to it by the following persons ('services' do not include services provided under a contract of employment):

- any member or trustee of the academy trust
- any individual or organisation connected to a member or trustee of the academy trust.

### *Expenses*

Although Directors are not paid, the Board has agreed to reimburse them for necessary travelling, subsistence or other expenses at the College rates. Activities involving significant expense, e.g., travel abroad must be approved by the Board in advance.

### *Papers for Directors' and Committee Meetings*

Papers shall be sent out to Directors at least a week before any meeting.

### *Mission Statement*

This will be reviewed annually, usually at the Directors' Conference in March.

### *Public Access*

Attendance at Directors' meetings by persons who are not on the Board is at the Chairman's discretion. Agenda papers and minutes of Board meetings and of all the committees are available to the public through enquiry at the College Office during normal working hours. In addition, minutes of Directors' meetings (other than confidential minutes) are published on the College's website. Where papers are to be treated as confidential this will be decided at the appropriate committee or Board meeting. The College Policy on *Access to Information* is contained in Appendix 7.

#### *Quorum*

Board meetings are quorate when there are at least 40% of members are present.

#### *Terms of office/re-election*

Appendix 14 shows when Directors' terms of office commenced. Directors may be re-nominated for election, after scrutiny by the Search Committee.

#### *"Whistle blowing"*

Procedures have been circulated to all staff and are contained in Appendix 8.

Further information and guidance is available in

'An Essential Guide to Governance in Sixth Form Colleges and Academies' SFCA 2018.

## **4. Procedures for Electing Directors**

This is a summary of the procedures for appointment of Directors which is detailed in a separate document.

Recommendations are made through the Search Committee, the Principal or other Directors. The Executive Principal and Clerk follow up recommendations. The term of office is 4 years.

#### *The Executive Principal*

The Executive Principal is a Director, whose term of office lasts throughout his service in that role.

The Executive Principal's responsibilities are summarised in a job description derived from the Instrument and Articles of Government for Further Education Colleges (2008) and Articles of Association (March 2019) (See Appendix 9). As well as managing the Trust, he/she is the Directors' chief professional adviser and the Accounting Officer.

#### *Clerk to the Trustees*

The Clerk to the Trustees/Directors helps the Board understand its role, functions and legal duties and ensures that agendas and minutes are sent out, records kept and correct procedures followed in accordance with the Articles of Association. The Clerk supports the Chair in facilitating strategic debate and decision making. He/she meets with the Chair of the Board independently of the Principal and is accountable to the whole Board.

His/her job description is in Appendix 13. It reflects *College Governance: A Guide for*

*Clerks (FEFC 1996) and An Introductory Guide for New Clerks in College Governance (LSIS July 2013) and the SFCA Essential Guide to Governance (2018).*

## **5. Directors' Committees**

### *Committees and clerking*

The Board has agreed to work through the following standing committees: Audit, Curriculum and Quality, Finance and Resources, Search and Remuneration.

All Committees are advisory and none has financial powers, unless the Board resolves that they are needed for a specific purpose.

The Clerk to the Directors will clerk all committees.

### *Membership*

Committee membership is as stated in Appendix 10 unless amended by the Board. Membership of committees will be reviewed annually.

The Chair of the Board is an ex-officio member of all committees with the exception of Audit.

The Executive Principal is a member of all committees with the exception of Audit and Remuneration.

Committees elect a Chair annually at the first meeting of an academic year. Vice Chairs are not elected, unless so resolved by individual committees. If the Committee Chair is absent from a meeting, the members of the committee who are present shall elect an Acting Chair for that meeting.

Any committee of the Board may co-opt additional non-Trustee members by a majority vote of all its members. Such members must, however, be approved by the Search Committee and appointed by the Board. They have a vote in the same way as other committee members but may not contribute to the quorum nor count within the Committee total in determining the size of the quorum, and may not be elected as Chair or Acting Chair. These co-options will be limited to two years unless the Board decides, exceptionally, to extend the co-option.

Attendance at Committee meetings by persons who are not committee members is at the invitation of the Committee Chair, e.g., committees may extend invitations to staff or auditors for information or consultation.

### *Quorum*

The quorum for committee meetings shall be 40% of the membership excluding co-opted members, unless the Board shall specify a higher quorum for a particular committee.

### *Rules for Meetings*

At least 10 days written notice will be given for committee meetings, and papers will

be circulated at least a week before each meeting.

Minutes will be taken at each committee meeting by the Clerk to the Trustees or a substitute. They will be made available, whenever possible, to all Directors before their next full meeting, when approval of the Committee's minutes will be sought and decisions made on any recommendations. If a Directors' meeting decides that an item in the Minutes is confidential, it shall also decide when the item shall be reconsidered, either for release as a non- confidential item or to remain confidential for a further specified period

Attendance at the meeting will be recorded in the minutes.

Meetings will take place at least once per term with the exception of the Remuneration (annually), Search (as appropriate) and Finance & Resources (five times per year).

The Chair will discuss agendas with the Clerk. Informal discussion will also take place with the Executive Principal when appropriate.

The rules governing decisions and voting at committees will be the same as those of the Board meetings.

## **6. Structure and Terms of Reference of Committees**

### ***Audit Committee***

Membership:

- The Committee shall consist of up to six Directors **excluding** the Principal the Chair of Directors and members of the Finance and Resources Committee.

Co-options

- The Committee may co-opt one or two outsiders with relevant experience but shall exclude members of the College's Audit Services, the College Banker or Insurer.

Terms of Reference

- to assess and provide the Board with an opinion on the adequacy and effectiveness of the Trust's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources (value for money), the solvency of the Trust and the safeguarding of assets;
- to advise the Board on the adequacy and effectiveness of the Trust's Assurance Framework, comprising the Quality Assurance Policy, Risk Management Policy and Audit Strategy. In addition, to advise and support the Board in explaining in its annual report and accounts the measures it has taken to ensure it has fulfilled its statutory and regulatory responsibilities. The annual Academies Accounts Direction issued by the EFSA sets out the funding bodies' specific requirements for that year that must be included in the Governance Statement and Trustee's Report;
- to advise the Board on the appointment, reappointment, dismissal and remuneration of the financial statements and regulatory auditors and other assurance providers including the Internal Audit Service (IAS) and establish

that all such assurance providers adhere to relevant professional standards;

- to advise the Board on the scope and objectives of the work of the IAS and the financial statements auditor;
- to ensure effective co-ordination between the IAS and the financial statements auditor;
- to consider and advise the Board on the audit strategy and annual internal audit plans for the IAS as part of the Board Assurance Framework;
- to advise the Board on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor, and management's responses to these;
- to monitor, within an agreed timescale, the implementation of agreed recommendations arising from the management letters and reports of the financial statements and regulatory auditor, and of any reports submitted by other providers of audit and assurance services to the Trust;
- to consider and advise the Board on relevant reports by the National Audit Office, the funding bodies and, where appropriate, management's response to these;
- to establish, in conjunction with Trust management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
- to oversee the Trust's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations of instances of fraud and irregularity; that investigation outcomes are reported to the Audit Committee; that external and internal auditors are informed, and that appropriate follow-up action planned/actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body;
- to produce an annual report for the Board. The annual report must summarise the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Audit committee's opinion on the adequacy and effectiveness of the Trust's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The annual report must be submitted to the Board before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit committee's annual report must be submitted to the relevant funding body with the annual accounts;
- to ensure the Trust's compliance with the Bribery Act 2010;
- to inform the Board of any additional services provided by the financial statements, regulatory and other audit and assurance providers and explain how independence and objectivity were safeguarded;
- to recommend the annual financial statements to the Board for approval;
- to review, and recommend to the Board for approval, the Trust's Quality Assurance procedures as part of the Board Assurance Framework;
- to produce an annual self-assessment report on Governance

### ***Curriculum and Quality Committee***

#### Membership

- The Committee shall comprise up to 6 Directors, one of whom shall be the Executive Principal.

#### Terms of Reference

- review and recommend for approval the Trust Curriculum Policy
- review the curriculum and make recommendations for any major curriculum change to the Board;
- make appropriate contributions to the *Trust Strategic Plan*;
- when curriculum issues have major financial implications, make appropriate recommendations to the Finance & Resources Committee;
  
- review the performance data relating to Trust institutions and the Trust as a whole and monitor the implementation of actions to improve them;
- review projected and actual student numbers
- review annual data on student destinations
- review Trust targets for attendance, retention and achievement.

### ***Finance and Resources Committee***

#### Membership

- The Committee shall consist of up to 6 Directors one of whom shall be the Executive Principal

#### Terms of Reference

To determine the following, subject to approval by the Board:

#### Finance

Monitor and review financial performance and management in accordance with Financial Regulations, and where appropriate, recommend for approval by the Board as per the following list;

- review and approve Financial Regulations;
- review and approve the annual revenue Budget;
- review long term Financial Forecasts, to be prepared in accordance with the requirements of the funding body and of the Board;
- monitor and review regular financial accounts, cashflow and capital reports;
- review and approve Capital budgets and financing, and review post-project reports in line with the funding body's requirements;
- review the annual Financial Report and Accounts and recommend to Audit Committee;
- review and approve Financial and Treasury Management policies;

- monitor and approve significant budget variations and variations between budgets;
- periodically review insurance arrangements;
- review and approve the write off of significant debts, losses and write-downs.

#### Human Resources

To determine procedures for defining and appointing senior staff;

- to set a framework for the pay and conditions of all other staff;
- to review the management structure of the Trust
- to approve procedures for the appraisal of senior staff;
- to approve a progressive staffing policy which motivates and develops all staff;
- to approve disciplinary and grievance procedures for all staff in the Trust;
- to approve and review rules with respect to the conduct of students including procedures for suspension and exclusion;
- to review statistical data relating to personnel and the implementation of measures to ensure the well-being and effectiveness of staff;
- to review and monitor the effectiveness and implementation of the Trust's Equality and Diversity Policy and Procedures;
- to publish equality information and objectives as required by the Equality Act 2010 (Specific Duties) regulations 2011;
- to review and monitor the effectiveness of the Trust's Safeguarding policies and approve the annual *Students at Risk* verbal report. (These documents cover students aged 16-19 and adult students);

#### Physical Resources

- monitor and review arrangements in place to ensure the continuing adequacy and quality of Trust Institutions' accommodation, assets and estates together with associated financing, and where appropriate, make recommendations to the Board;
- receive and approve the Accommodation Strategy in accordance with the funding body's requirements, recommend it to the Board and oversee its implementation;
- receive and approve Trust's IT strategy, recommend it to the Board and oversee its implementation
- monitor the Trust's maintenance programme and associated financing in accordance with Financial Regulations;
- consider proposed capital projects and the way they will be funded and recommend them to the Board;
- review and recommend the placing of capital contracts in accordance with approved procedures and Financial Regulations, and monitor progress of Capital schemes to completion;
- periodically consider and approve procurement and asset management arrangements and policies;
- consider and report the potential impact on the Trust of developments on the campus and in the local area fits member institutions;
- monitor commercial activities and joint use arrangements;
- approve policies and procedures for Health and Safety and receive an annual report on their implementation.

## ***Remuneration Committee***

### Membership

- The Committee shall consist of the Chair of the Board and a minimum of two other Directors. The Executive Principal is not be eligible to serve on this committee.

### Co-option

- The Committee shall have the power to co-opt members for advisory purposes. Such co-opted members shall not, for this committee, have any voting rights.

### Terms of Reference

- To conduct a salary review for Senior Post Holders during every academic year.
- To recommend to the Board changes in the remuneration and conditions of service of the Senior Post Holders. Currently these are: the Executive Principal, Principal of Worcester Sixth Form College, Deputy Principal of Hereford Sixth Form College, the Clerk to the MAT and Clerk to Hereford Sixth Form College.

## ***Search Committee***

### Membership

- The Search Committee shall consist of the Chair of the Board, the Principal and a minimum of two other Directors.
- Specific Quorum: three Directors

### Co-option

- The Search Committee shall have power to employ the services of such external advisors as it deems necessary. The committee can co-opt any Director who shall, when present, count towards the quorum.

### Terms of Reference

- To be responsible for nominating candidates for the approval of the Board to fill vacancies, and for determining the process whereby candidates are nominated;
- to consider and make recommendations to the Board on its composition and balance, and on the procedures for appointment to the Board;
- to consider the contribution of individual Directors before proposing re-appointment;
- to review the 'Procedures for Appointment of Directors' at least every two years.

## 7. The Role of Directors

MAT Trustees are also charity trustees and as such they must comply with the following duties under charity law:

- ensure the charity is carrying out its purposes for the public benefit
- comply with the charity's governing document and the law
- act in the charity's best interest
- manage the charity's resources responsibly
- act with reasonable care and skill
- ensure the charity is accountable

and also, as company directors, must comply with their statutory duties as set out in the Companies Acts:

- act within their powers
- promote the success of the company
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not to accept benefits from third parties
- declare any interest in proposed transactions or arrangements

The Director's role can be summarised as:

- to provide the Board with corporate leadership within a framework of prudent and effective controls which enables risk to be assessed and managed. Directors through the Board should set the Board's strategic aims, and values, and ensure that its obligations to its stakeholders and others are understood and met;
- to provide soundness and independence of judgement in the stewardship of public funds so that a quality service may be provided and legal statutory duties are discharged;
- to ensure that arrangements are in place for the appointment of senior postholders and provide a framework for pay and conditions of all Trust staff.

In order to discharge this role effectively, Directors should:

- adhere to the Seven Principles of Public Life derived from the Nolan Report on Standards in Public Life (see Appendix 3);
- comply with the Requirements for Good Governance, as defined by the Independent Commission on Good Governance in Public Services and UK Corporate Governance Code (see below);
- be aware of potential conflicts of interest and how to act when such conflict arises or threatens to arise;
- make their specialist and/or professional knowledge available to the decision-making processes of the Board and its Committees, but avoid giving direct professional advice to the Trust management;
- act in the best interests of the Trust at all times;
- understand and observe the requirements for confidentiality with respect to the governance and interests of the Trust;
- act as an ambassador for the Trust, and not compromise the good name of the Trust by any action;

- attend all meetings of bodies of which they are members unless there are compelling personal reasons why attendance is not possible, in which case apologies should be submitted to the Clerk in advance;
- participate in an annual review of the Board’s own performance; and
- attend training sessions and development events, including the Directors’ Conference which is normally held in March of each year.

### *Requirements for Good Governance*

Directors are expected to comply with the Requirements for Good Governance, which are described in the Report published by the Independent Commission on Good Governance in Public Services, in January 2005, and the UK Corporate Governance Code, September 2014 (see Appendix 3).

The DfE Governance Handbook for Academies January 2017 defines six key features of effective governance:

- Strategic leadership that sets and champions vision, ethos and strategy
- Accountability that drives up standards and financial performance
- People with the right skills, experience, qualities and capacity
- Structures that reinforce clearly defined roles and responsibilities
- Compliance with statutory and contractual requirements
- Evaluation to monitor and improve the quality and impact of governance

### *Responsibilities of Directors and Executive Principal*

The Board is ultimately responsible for everything in the Trust, but to make matters workable, management is delegated to the Executive Principal and his staff.

The distinction between the roles of the Board and the Executive Principal are summarised below (and more formally in Appendix 11). This makes clear the Directors’ high level, strategic decision making and monitoring role, working in close partnership with the Executive Group. In addition to the responsibilities shown, the Board also takes certain high-level financial decisions itself. For example, it approves building plans, monthly accounts and the appointment and pay of Senior Postholders.

The responsibility split:

BOARD	EXECUTIVE PRINCIPAL
Determines framework/policy	Manages
Takes strategic decisions	Prepares strategic plans
Monitors/oversees	Proposes
Challenges assumptions	Implements
Evaluates information	Informs
Forms independent judgement	Gives professional advice

## *The Role of Directors in Quality Assurance*

### *Aims*

- To ensure Directors have the information to perform their statutory duties.
- To provide information to allow Directors to determine whether the mission and strategic aims of the Trust are being met through agreed performance indicators.
- To provide information to inform strategic planning.
- To provide evidence through agreed performance indicators to allow Directors to assess the quality of work and resources of the Trust.
- To provide an opportunity for Directors to review their work and identify training or information needs.
- To enhance communication between Directors, staff and students.

The MAT Board and all Directors' committees will have a quality assurance remit determined by their terms of reference.

The Directors will review the *Quality Assurance Policy and Procedures* on an annual basis. This will be carried out by the Audit Committee, which will report to the Board.

The major sources of information will be the MAT financial forecast and strategic plan, institutional annual self- assessment reports and development plans, which will contain summaries and analysis of information derived from the quality assurance procedures.

The Board or appropriate Committee will approve the year end accounts, strategic plan and financial forecasts at the appropriate times.

### *Supporting documents*

The following information will be provided for all Directors, with additional material for committees.

- *Strategic Plan.*
- Student data on applications, enrolments, retention, absence, destination.
- Responses to student questionnaires.
- *Curriculum Policy* - summary of proposed curriculum
- MAT Academies reports
- Analysis of examination results - raw and value added
- *Quality Assurance Policy and Procedures*
- Self-Assessment Reports
- Annual Report
- Financial forecast, budget, unit costs, Treasury management policy
- Accommodation strategy and space utilisation data
- Staff/student ratios

*Directors' Self Assessment.*

Directors will review their work on an annual basis and will produce a report based on the Ofsted inspection framework, and with reference to the knowledge, skills and behaviours needed for effective governance set out in *A Competency Framework for Governance, DfE January 2017*. The report will summarise evidence indicating:

- Directors' role in strategic planning
- Attendance at meetings
- Use of specific skills of Directors
- Quality and frequency of Director training

This will be carried out by the Audit Committee which will report to the Board.



**Members of the Multi- Academy Trust Board 2019/20**

Daniel Peters is the Headteacher at Wolverhampton Grammar Junior School.

Tom Libby is the former Chair of the Governing Body of Worcester Sixth Form College.

Ken Hopkins is the Chair of the MAT

Two vacancies



## Appendices to MAT Governance Procedures

### Appendix 2

#### Directors of the Multi- Academy Trust Board 2019/20

Mr Peter Cooper, Executive Principal	14 St James Close Bartestree Hereford HR1 4AY	(H) 01432 851407 (M) 07814 677792 <a href="mailto:pc@hereford.ac.uk">pc@hereford.ac.uk</a>
Mr Phil Douce	25 Elm Green Close Worcester WR5 3HD	<a href="mailto:Phildouce68@gmail.com">Phildouce68@gmail.com</a>
Ms Sheila Boniface	39 Williamson Way, Drakes Broughton, Pershore, WR10 2FR.	<a href="mailto:sheilune6@btinternet.com">sheilune6@btinternet.com</a>
Mrs Marion Hawkins	Bracken, Withies Road Withington Herefordshire, HR1 3PX	<a href="mailto:hawki01@hotmail.com">hawki01@hotmail.com</a> (M) 07434 525134
Mr Toby Hooper	33 Britannia Square, Worcester, WR1 3DH	<a href="mailto:hooper.toby@btopenworold.com">hooper.toby@btopenworold.com</a>
Dr Ken Hopkins	Quarry Cottage Duke Street Withington Herefordshire HR1 3QD	(H) 01432 850933 (M) 07984 610764 <a href="mailto:kenhopkins1945@hotmail.com">kenhopkins1945@hotmail.com</a>
Mr James Miller (Co-optee)	Orchard Cottage Eardisland Leominster Herefordshire HR6 9BJ	(H) 01544 388454 (M) 07941 617367 <a href="mailto:ifxmiller@hotmail.com">ifxmiller@hotmail.com</a>
Mr Andrew Parsons	The Coach House West Town Court Kingsland Herefordshire HR6 9SS	(H) 01568 708592 (M) 07587 040212 <a href="mailto:parsonsa2013@gmail.com">parsonsa2013@gmail.com</a>
Gill Slater	2 Icknield Street Bidford-on-Avon B50 4BX	<a href="mailto:g.slater@worc.ac.uk">g.slater@worc.ac.uk</a>
Mrs Shirley Tully	Wingles Cross Cottage	(H) 01544 327022

Almeley  
Herefordshire  
HR3 6LQ

(M) 07552 758476  
[shirleyctully@googlemail.com](mailto:shirleyctully@googlemail.com)

## Code of Conduct for Directors of the MAT

Individual members of the Board share equally the responsibilities and accountabilities of the Board. Each Director is asked to subscribe to this Code of Conduct based on the Seven Principles of Public Life.

A Director should:

- support the aims and objectives of the MAT and promote the interests of the College and its students in the wider community;
  - work co-operatively with other Directors in the best interests of the MAT;
  - acknowledge that difference of opinion may arise in discussion of issues but, when a majority decision of the Board prevails, it should be supported.
  - base his or her view on matters before the Board on an honest assessment of the available facts, unbiased by partisan or representative views;
  - acknowledge that as an individual Director, he or she has no legal authority outside the meetings of the Board and its committees;
  - understand that an individual Director does not have the right, other than through the Chairman and Board's agreement, to make statements or express opinions on behalf of the Directors;
  - resist any temptation or outside pressure to use the position of Director to benefit himself or herself or other individuals or agencies;
  - declare openly and immediately any personal conflict of interest arising from a matter before the Directors or from any other aspect of Directorship;
  - respect the confidentiality of those items of business which the Board decides from time to time should remain confidential;
  - take or seek opportunities to enhance his or her effectiveness as a Director through participation in training and development programmes and by increasing his or her knowledge of the MAT;
  - give priority, as far as practicable, to attendance at meetings of the Board and its committees;
  - have regard to his or her broader responsibilities as a Director of a public institution, including the need to promote public accountability for the actions and performance of the Board.
  - never use his or her position to develop a personal relationship with any student, either within MAT institutions or outside it.
- 
- not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its Committees without first having notified the Chair or, in his or her absence, the Vice Chair.
  - not publicly criticise, canvass or reveal the views of other members which have been expressed at meetings of the Board or its Committees.

## **Seven Principles of Public Life**

### *Selflessness*

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### *Integrity*

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

### *Objectivity*

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

### *Accountability*

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### *Openness*

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### *Honesty*

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### *Leadership*

Holders of public office should promote and support these principles by leadership and example.

## Requirements for Good Governance

The following requirements are an extract from those published by the Independent Commission on Good Governance in Public Services, in January 2005.

Good governance means:

- (1) focusing on the organisation's purposes and on outcomes for citizens and service users -
  - being clear about the organisation's purposes and its intended outcomes for citizens and service users;
  - making sure that users receive a high quality service; and
  - making sure that taxpayers receive value for money; (2)
- (2) performing effectively in clearly defined functions and roles -
  - being clear about the functions of the Board;
  - being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out; and
  - being clear about relationships between the Directors and the public;
- (3) promoting values for the whole organisation and demonstrating the values of good governance through behaviour -
  - putting organisational values into practice; and
  - individual Directors behaving in ways that uphold and exemplify effective governance;
- (4) taking informed, transparent decisions and managing risk -
  - being rigorous and transparent about how decisions are taken;
  - having and using good quality information, advice and support; and
  - making sure that an effective risk management system is in operation; (5)
- (5) developing the capacity and capability of the Board to be effective -
  - making sure that appointed and elected Directors have the skills, knowledge and experience they need to perform well;
  - developing the capability of the people with governance responsibilities and evaluating their performance, as individuals and as a group; and
  - striking a balance, in the membership of the Board, between continuity and renewal;
- (6) engaging stakeholders and making accountability real -
  - understanding formal and informal accountability relationships;
  - taking an active and planned approach to dialogue with accountability to the public;
  - taking an active and planned approach to responsibility to staff;
  - engaging effectively with institutional stakeholders.



## **Complaints against the Board**

### *Introduction*

Anyone can make a complaint about the Trust if they have a relevant interest. There is a full procedure for dealing with such complaints which is freely available from the Clerk to the Trust. It is expected that complaints about teaching, guidance, resources or management decisions thought to be unreasonable would normally be dealt with through this procedure which provides for appeal to the Board and if necessary to the Department for Education.

However, should there be a complaint against the decisions or behaviour of a Director or the Board there is a separate procedure which is explained below.

The Trust and Directors will be unable to deal with complaints that fall outside their authority or if there is a more appropriate form of redress such as a complaint against an external agency or if the issue is subject to legal proceedings.

### *Informal Complaints*

An informal complaint should be notified to the Chair of the Board who will make a full analysis of the nature of the complaint and give either a full or a preliminary explanation within ten working days.

It is intended that complaints would normally be dealt with at this level. Complainants that are not satisfied by the initial response should make a formal written complaint.

### *Formal complaints*

Formal complaints will be in written form, will be acknowledged within ten working days and investigated fully.

Formal complaints will be the responsibility of a sub-committee of the full Board which will, if necessary, constitute a special meeting to consider the complaint once all available evidence has been collected.

The decision and proposed actions of the sub-committee will be communicated to the complainant within fifteen to twenty working days of the complaint and it will be established whether the complainant is satisfied with the outcome.

If the complainant is still dissatisfied, the matter will be referred for independent review with the Department of Education, which may be contacted on-line at [www.gov.uk](http://www.gov.uk), or through:

Complaints Team (Complaints Adjudicator)  
The Department of Education  
Cheylesmore House  
Quinton Road  
Coventry  
CV1 2WT

An individual can complain to the Regional School Commissioner, appointed by the DfE and acting on behalf of the Secretary of State, if they believe that a MAT Board is acting 'unreasonably', or is failing to carry out its statutory duties properly. The ESFA also handle complaints about academies on behalf of the Secretary of State. They produce guidance explaining complaints procedures through the Department.

Records of any complaint and its hearing will be kept in the MAT's central records for a minimum of three years.

### *Conclusion*

It is intended to deal with complaints as speedily and effectively as possible and the above procedures are designed to achieve this. There is the possibility of further referral to the Department for Education and the Secretary of State.

**Declaration of Eligibility for Membership of the Board, or for co-opted membership of a Directors' Committee or for service as a Senior Postholder of the Heart of Mercia Trust**

*Persons Ineligible to be Directors*

- (1) A person who is under the age of 18 years shall be ineligible for appointment as a Director.
- (2) A person who is a member of staff of the institution shall only be eligible for appointment as a Staff Director or in his/her capacity as Principal.
- (3) A student at the institution being under 18 years old shall not be eligible to be appointed as a Director. A Director shall not be required to resign if during his/her term of office he/she enrolls on a part-time course at the institution *but if he/she enrolls on a full-time course at the institution he/she shall cease to be a Director.*
- (4) The Clerk to the Trustees shall be ineligible to be a member of the Board.
- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from being a Director if that person has been adjudged bankrupt, or is the subject of any bankruptcy restrictions order or undertaking under the Insolvency Act 1986, or if that person has made any composition or arrangement with creditors.
- (6) Where a person is disqualified by reason of his/her having been adjudged bankrupt or by reason of any bankruptcy restrictions order or undertaking, that disqualification shall cease on the date of that person's discharge, annulment or rescission from bankruptcy.
- (7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if-
  - a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offences and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
  - b) within the previous 20 years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for more than two and a half years; or  
that person has *at any time been convicted* as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not,

of more than five years.

- (9) For the purpose of this regulation there shall be disregarded any conviction or offence which, if it had taken place in the United Kingdom, would not have constituted an offence.

**DECLARATION**

I confirm that:

- none of the above exclusions is applicable to me.
- I shall inform the Clerk immediately if I become disqualified from being a Director as a result of bankruptcy or criminal conviction.
- I am eligible for :  
membership of the Board of the Trust  
**OR** for co-option onto a Committee of the Board of the Trust  
**OR** for service as a Senior Postholder of the Trust  
*(delete as necessary)*
- I hereby authorise checks being made on any qualification that I have offered to secure (or with a view to securing) the above position.
- I hereby authorise statutory DBS checks being made.
- I am, if being nominated for membership, eligible to be considered for that nomination.
- I have read the Code of Conduct for Directors of the Trust and agree to abide by it.

NAME ..... (Block Capitals)

SIGNATURE..... Date .....

**Annual Declaration of Interests by Directors,  
other co-opted committee members and by senior postholders**

Directors must agree to conduct business in a spirit of openness and in a way that is socially responsible. This Declaration will form part of a Register of Interests which is intended to assist the identification of any possible or perceived conflict of interest which may arise between service as a Director and any personal interests. Please note that all aspects of this declaration apply to other co-opted committee members and Senior Postholders in exactly the same way as they do for Directors.

All Directors should act impartially and should not be influenced by social or business relationships. No-one should use their public position to further their private interests. Where there is a potential for private interests to be material and relevant to College business, the relevant interest should be declared as early as possible and recorded in the appropriate Minutes, whether or not that interest is listed on this form. When a conflict of interest is established the Director should withdraw and play no part in the relevant discussion or decision. Directors are reminded that this Register is open to public inspection.

**Please declare overleaf** those personal interests and also those of your close family/friends, which have the potential to conflict with your role as Director of the Heart of Mercia Trust. THEN, IF YOU HAVE ANSWERED 'YES' TO ANY QUESTION, PLEASE GIVE DETAILS BELOW. Continue on a separate sheet if necessary.

**Declaration**

I accept the principles stated above and have declared those personal and close family/friend interests which have the potential to conflict with my role as Director/Co-opted Committee Member/Senior Postholder of the Heart of Mercia Trust.  
*[Please delete title which does not apply]*

Name .....(Block Capitals)

Signature .....

Date .....

**DECLARATION OF INTERESTS**

*For each category of interest, please tick either the ‘Yes’ or ‘No’ box in answer to each question.*

Category of interest	Is there any actual or potential interest for self, spouse, partner, close relative or friend?	
	Yes	No
Remunerated employment, office, profession or other activity		
Directorship of companies		
Shareholdings in companies, except where shareholding is less than 1% of all company shares		
Partnerships in business or professional partnerships		
Consultancies (whether or not remunerated)		
Trusteeship of a trust where a Trustee/Director or his/her partner or spouse or a member of his/her family may be a beneficiary		
Gifts of hospitality offered by outside bodies and arising from the person’s position as Director		
All known financial interests with the Trust, such as provision of goods or services or remunerations for lectures or academic consultancies		
Membership of another public body (eg a school)		
Honorary positions and other positions that might give rise to a conflict of interest or of trust		
Membership of closed organisations (eg Freemasons, private investment club)		
Any other interest which could lead to a conflict of interest		

**IF YOU HAVE ANSWERED ‘YES’ TO ANY OF THE QUESTIONS ABOVE, PLEASE GIVE DETAILS IN THE SPACE PROVIDED ON THE PRECEDING PAGE**

**PLEASE REMEMBER TO COMPLETE THE DECLARAION ON THE FRONT OF THIS FORM**

## **Heart of Mercia MAT Access to Information**

### *Introduction*

This framework sets out the policy of the MAT in relation to access to information.

Information about academy activities is generally available to the public on request. In particular, the documents listed at Appendix A are readily available for inspection.

Use of information will comply with the Data Protection Act 1988 and GDPR 2018.

### *Access to College Documentation*

Any person wishing to inspect the documents listed at Appendix A, below, may do so by contacting the Clerk..

Copies of some of these documents are available free of charge - prospectus (including examination results), Charter and Inspection Report. The remaining documents are available for inspection only.

### *Confidential Information*

Some information held by the MAT is confidential and will be withheld from any documentation or other information generally provided. Information falling into the categories listed in Appendix B would normally be withheld.

If any request is turned down on grounds of confidentiality, the MAT will give the reason for denying access.

### *Response to Enquiries*

The MAT will endeavour to provide information other than that listed in Appendix A on request, and to do so within 15 working days. Where the information can be collated easily, it will be provided. Where significant work is involved, the MAT reserves the right to charge for this time and any other costs incurred. Any such charge will be notified in advance to the person making the request to check that they wish to proceed. Where possible, alternative information or information sources will be given. Where the work involved is excessive the College reserves the right to decline to provide information requested.

### *Complaints*

The College has established a procedure for dealing with complaints. Any person with a complaint about the availability of information should raise their complaint under this

procedure. Copies of the procedure can be obtained from the Clerk.

#### *Appendix A: Documents Generally Available*

- Agendas, paper, and minutes of Board meetings
- Governance of the MAT - summary of policies and procedures (including Code of Conduct)
- Mission Statement and Corporate objectives
- Annual financial statements and annual report
- The prospectuses of member institutions (including information on examination results)
- Summary of the member institutions Inspection Reports
- Register of interests
- Memorandum and Articles of Association
- Code on access to information

#### *Appendix B: Criteria for Confidentiality*

- Personal information relating to an individual
- Information provided in confidence by a third party who has not authorised its disclosure
- Financial or other information relating to procurement decisions, including that relating to the MAT negotiating position
- Information relating to the negotiating position of the MAT in industrial relations matters
- Information relating to the financial position of the MAT where disclosure might harm the College or its competitive position, as determined by the Board
- Legal advice received from or instructions given to the MAT legal advisors
- Information planned for publication in advance of that publication

## **Heart of Mercia "Whistleblowing" Procedures**

### *Introduction*

This procedure is intended to provide a structure for employees to report suspected "malpractice" such as allegations of fraud, financial irregularities, corruption, bribery, dishonesty, acting in an unethical manner, criminal activities or creating or ignoring a serious risk to health, safety or the environment.

This procedure is in addition to the grievance procedures agreed by MAT staff which should be used to raise grievances about your personal employment situation.

Any employee who raises a concern will have the right to have the matter treated confidentially and not have their name disclosed to the alleged perpetrator of malpractice without their prior approval.

### *Process*

Employees may raise concerns verbally or in writing with senior staff (Principal and Deputy Principal) who will respect their confidentiality and guarantee a full investigation.

A full note (which does not identify the complainant) will be made by the person hearing the concern.

The senior staff member informed will acknowledge the concern expressed, in writing and report back in writing the outcome of the investigation (subject to third party rights) and any proposed action. If the investigation is prolonged the concerned employee will be informed as to the progress of the investigation and when it is likely to be concluded.

If an employee is not satisfied that their concerns have been properly dealt with by a senior member of staff they may raise it in confidence with the Chairman of the Board or the Chairman of the Audit Committee who will follow the procedure outlined above.

Employees with a concern about a senior staff member (Principal or Deputy) should raise it directly with the Chair of the Board or Chair of Audit Committee.

If the Board finds the allegation unsubstantiated or to have been handled in a satisfactory manner by senior staff the employee may still pursue the matter with an external agency (normally the Department for Education). This recourse should only be used when internal procedures have been exhausted.

Deliberately false and malicious accusations will be dealt with under the College disciplinary procedures.



Heart of Mercia MAT

Job Description of the Executive Principal

**1 PRINCIPAL RESPONSIBILITIES**

1. To be the MAT's Chief Executive, to act as the Directors' chief professional adviser.
2. As Chief Executive to manage the MAT within the Memorandum and Articles of Association, subject to any further directions of the Secretary of State, towards the objectives set by the Directors and within the limits they have prescribed.
3. As Chief Executive and accounting officer of the MAT to take personal responsibility for funds distributed to the MAT under 16-19 Academy Single Funding Agreement and EFA Financial Memorandum.
4. To represent the MAT in liaising with significant local and national institutions.

**2 SPECIFIC RESPONSIBILITIES**

**1 Acting as the Directors' Chief professional adviser:**

- 1.1 for making proposals to the Board about the educational character and mission of the MAT and member institutions;
- 1.2 for preparing the MAT's Strategic Plan, submitting it to the Board, for executing the Plan once it has been passed to the Board, for monitoring the MAT's performance against the targets set in the plan and for reporting back to the Board twice yearly on performance against targets set;
- 1.3 for submitting the MAT's annual Self Assessment Report to the Board and for carrying out the Action Plan with its targets as set out in the Report.
- 1.4 for submitting to the Remuneration Committee a report on the performance of each senior postholder other than the Executive Principal (against targets previously set) during the past year;
- 1.5 for preparing an Executive Principal's report for each Directors' meeting.

**2 Managing the MAT within the Instrument and Articles being responsible;**

- 2.1 for implementing the decisions of the Board;
- 2.2 for the organisation, direction and management of the MAT and leadership of the staff;

- 2.3 for the appointment, assignment, grading, appraisal, dismissal, and determination of the pay and conditions of service of staff other than the holders of senior posts subject to a framework established by the Board.
- 2.4 for the determination of the MAT's academic activities; and for the determination of its other activities;
- 2.5 for preparing annual estimates of income and expenditure, for consideration and approval by the Board, and for the management of budget and resources, within the estimates approved by the Board; and
- 2.6 for the maintenance of student discipline and, within the rules and procedures provided for within these Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons;
- 2.7 as a member of the Directors' Finance and Resources Committee to advise the Board, on such matters relating to the employment policy and/or finance as the Board may remit to them;
- 2.8 for misconduct or other good and urgent cause, to suspend from duty, with pay, any member of staff other than the holder of a senior post.

### **3 RESPONSIBILITY AS CHIEF EXECUTIVE AND ACCOUNTING OFFICER OF THE MAT**

- 3.1 To ensure that any funds from the Funding Body are used only for the purpose for which they are given, and in accordance with any terms and conditions laid down by the funding body.
- 3.2 To appear before the parliamentary Committee of Public Accounts as required, alongside the Chief Officer of the funding body, on matters relating to the funds paid by the Council to the MAT and the use made by the MAT of such funds. [16-19 Academy Single Funding Agreement and EFA Financial Memorandum].
- 3.3 To advise the Board if at any time any action or policy under consideration by them is incompatible with these terms and conditions.
- 3.4 To ensure the proper and effective operation of the controls established by the Board to safeguard public funds and that such controls are appropriate and sufficient.
- 3.5 To give effect to the Board's policies for securing the efficient, economical and effective management of all the MAT's resources and expenditure to achieve the agreed aims and objectives of the College's plans.
- 3.6 Where the Board determines to proceed with any action or policy which it believes infringes the terms of its financial memorandum with the funding body, the Chief Executive shall, after due consideration and advice, e.g., from the MAT's Solicitor, professional association etc, advise the Chief Officer of the Funding Body in writing of the situation.

3.7 To sign and date the balance sheet and the corporate governance statement on the same day or shortly before the auditors sign their audit report.

3.8 To sign the Executive Principal's Certificate within the Funding Body's Financial returns, and those in accordance with the Academies Financial Handbook.

#### **4 REPRESENTING THE MAT IN LIAISING WITH SIGNIFICANT LOCAL AND NATIONAL INSTITUTIONS**

4.1 including local partner schools, nearby FE colleges, the Sixth Form Colleges' Association, the Association of Colleges, national Funding Body etc.

#### **5 OTHER RESPONSIBILITIES**

5.1 To take part in the MAT's Appraisal system for senior postholders.

5.2 To be responsible for overseeing all teaching and non-teaching activities of the MAT as outlined in the MAT Scheme of Delegation.

5.3 To be the MAT's Accountable Person under the Health and Safety at Work Act.

5.4 To respond positively and effectively to other needs, planned or unplanned, as they arise and as requested by the Board.







## Powers and Responsibilities of the Board and Executive Principal

The DfE Handbook for Academies January 2017 states:

1. The purpose of governance is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for educational and financial performance.

2. All boards, no matter what type of schools or how many schools they govern, have three core functions:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

3. Boards must be ambitious for all children and young people and infused with a passion for education and a commitment to continuous school improvement that enables the best possible outcomes. Governance must be grounded in reality as defined by both high-quality objective data and a full understanding of the views and needs of pupils/students, staff, parents, carers and local communities. It should be driven by inquisitive, independent minds and through conversations focussed on the key strategic issues which are conducted with humility, good judgement, resilience and determination.

4. In our rapidly developing education system the range of organisations being governed is more diverse than ever – ranging from single small primary schools to large MATs governing numerous schools. Regardless of the scale or nature of the organisation being governed, the features of what makes for effective governance remain the same. They are common across the education sector and share their fundamental principles with governance in the charity and business sectors.

Effective governance is based on six key features:

**Strategic leadership** that sets and champions vision, ethos and strategy.

**Accountability** that drives up educational standards and financial performance.

**People** with the right skills, experience, qualities and capacity.

**Structures** that reinforce clearly defined roles and responsibilities.

**Compliance** with statutory and contractual requirements.

**Evaluation** to monitor and improve the quality and impact of governance.



*National guidelines for responsibilities of the Clerk – see also the note on page 5*

Taken from 'College Directors - A Guide for Clerks' (Further Education Funding Council, March 1996).

- To advise the Board and its committees on the proper exercise of their powers and on the application of the Education Acts and other laws affecting its work.
- In consultation with the Chairman and the Principal, to plan the forward programme of meetings of the Board and its committees; identify the main items to be taken at those meetings and liaise with those members of staff or Directors preparing papers for forthcoming meetings.
- To facilitate communication on Board matters between the Chairman, Principal and senior staff in the College.
- In consultation with the Chairman and Principal, to summon meetings and prepare and despatch agenda and papers for Board and committee meetings.
- Either in person, or by delegation to a named individual, to attend all meetings of the Board and its committees, giving advice on procedure at such meetings and prepare draft minutes of the proceedings.
- To act as correspondent for the Directors.
- To give administrative support to the Chairman of Board of Directors, Chairman of committees and to individual Directors as required.
- To ensure compliance with the law as regards public access to Directors' papers.
- To make arrangements for the safe custody of the official record of the Board's business and maintain a record of outstanding business.
- To draw up for approval, and keep under review, standing orders for the conduct of business of the Board and its committees.
- To maintain a record of membership of the Board, notifying it of any vacancies, making arrangements for staff, student and parent elections, and advising the Board on strategies for recruiting Directors.
- To maintain an attendance record of Directors, notifying any Directors whose membership lapses as a result of non-attendance or who become disqualified for some other reason.
- To maintain a Code of Conduct for the Board and a register of interests of Directors and advising Directors on declaration of interest.
- To administer any scheme for the reimbursement of Directors' expenses.
- In conjunction with the College or outside agencies, to arrange induction and training programmes for Directors.
- To take appropriate action if and when the Board, its Chairman or one of its committees appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful.
- To undertake any other duties commensurate with this post as the Chairman of Directors/Principal may from time to time decide.
- To undertake any other task that is reasonable in the context of the Clerk's role.



**Duties and Responsibilities of the Clerk to the MAT**

The Clerk, as administrative officer of the Board, would normally cover the following responsibilities and tasks.

- To work with the Chair of the Board and the Principal on the contents of the agenda and the supporting papers for each full meeting of the Board. This includes liaising with serving officers of Director Sub-committees to arrange punctual receipt of their supporting papers.
- To check with the Chair on any actions that have been taken by him/her between meetings and that they are reported to the Board.
- To prepare and send out papers to the Board seven working days before the meeting.
- To attend Directors' meetings and to take accurate notes from which to prepare the minutes.
- To write, produce and send copies of the draft minutes to the Chair and the Principal.
- To record the attendance of Directors at meetings and notify the Chair of excessive non-attendance.
- To ensure that the Board annually fixes the dates of future meetings for the coming academic year.
- To check on the dates of expiry of terms of office and warn Directors six months in advance.
- To inform the Chair of any resignations or appointments and ensure that action is taken to fill a vacancy.
- To deal with correspondence on the appointment of Directors.
- To maintain relevant files and records of correspondence and documents.
- To attend and support meetings of committees of the Board when requested to do so.
- To advise the Board on law, standing orders and procedural matters where necessary during the meeting.



**Dates when Directors began their term of office.**

<b>Director</b>	<b>Start Date</b>
Peter Cooper	1/9/17
Phil Douce	1/4/19
Sheila Fallon	1/4/19
Marion Hawkins	1/3/17
Toby Hooper	1/4/19
Ken Hopkins	1/3/17
Andrew Parsons	1/3/17
Gill Slater	1/4/19
Shirley Tully	1/3/17