

OUR LADY OF LOURDES CATHOLIC MULTI ACADEMY



FULL BOARD OF DIRECTORS

TERMS OF REFERENCE

Terms of Reference for the Full Board it is not a requirement.

1 General Purpose

As per the Scheme of delegation the general purpose of the Board of Directors is:

- 1.1 Ensure strategic oversight and provision of excellent Catholic education within the Multi-Academy. This must always be undertaken fairly and equitably so as not to give unreasonable advantage or disadvantage to any one or more academies with the Multi-Academy. The Multi-Academy Directors have the duty to make sure that where there are problems in any of these areas that such problems are successfully addressed.
- 1.2 Preserve and develop the religious and educational character, mission and ethos of the Multi-Academy, as determined by the Archbishop working through the DES in accordance with the Articles of Association and ensure that it is embedded in each academy.
- 1.3 Carry out the following core functions:
 - Ensure clarity of vision, ethos and strategic direction.
 - Hold the Principals and/or CAO to account for the education performance of the academies in the Multi-Academy and its pupils and for the internal organisation, management and control of the academies including performance management of staff.
 - Oversee the financial performance of the Multi-Academy and the academies within it and make sure its money is well spent.
 - Secure, protect and improve the Catholic life of the academies.
 - Ensure compliance with the Multi-Academies charitable objects and with company and charity law and ensure that all MAC Directors are provided with training to ensure that this can be achieved.
- 1.4 Have strategic oversight of governance arrangements and their effectiveness across the Multi-Academy.

1.5 Review and amend:

- The terms of reference for the committees, other than the LGB, set up by the Multi-Academy Directors.
- Where applicable and working in conjunction with the DES, the term of reference for delegation to any to any CAO or leaders.
- Role descriptions for MAC Directors, for the Chair of the MAC Directors and for members of committees, other than the LGB, set up by the MAC Directors.
- The polices of the MAC

1.6 Carry out business planning across the MAC including preparation and monitoring of budgets.

1.7 Establish and publish registers of business interests and registers of pecuniary interests for MAC Members, MAC Directors and Governors and publish these on the MAC's website if necessary.

1.8 Establish a protocol for dealing with a managing potential and actual conflicts of interest for MAC Directors and Governors.

1.9 Establish and maintain the register relating to persons with significant control of the MAC.

1.10 Ensure that each academy updates Edubase as required by the DfE.

1.11 Appoint/Remove MAC Directors other than Foundation Directors.

1.12 Appoint, suspend or remove a company secretary.

1.13 Appoint, suspend or remove a clerk to the MAC Directors and support clerking arrangements to the LGBs.

1.14 Appoint from its number MAC Directors with specific responsibilities for SEND, Safeguarding, Pupil Premium, Health and Safety and Financial Matters. The MAC Directors may also remove such specific responsibilities from a MAC Director at any time.

1.15 Work with Principals and any executive team to prepare policies which will apply across the MAC and identify any policies which need to be developed for specific academies in the MAC and identify who will complete the work on those policies.

1.16 Submit and Publish an annual report to the MAC Members in respect of the MAC's performance.

1.17 Performance manage the Chair to the MAC Directors – 360 review

- 1.18 Working with the relevant LGB, performance manage the Principals.
- 1.19 Review annually the contributions made by the MAC Directors, the members of committees set up by the MAC Directors and report the MAC Members for actions, if appropriate.
- 1.20 Succession plan.
- 1.21 Prepare an annual schedule of the business to be undertaken by the MAC Directors.
- 1.22 Ensure that the governors' details of each MAC and each individual academy (including their accounts) are published on the websites of the MAC and the individual academy along with any other details required by the DfE, ESFA, Companies House or any other organisation.
- 1.23 Commission, approve and have oversight of support between academies in their MAC.
- 1.24 Submit to any inspections pursuant to S.48 and any additional canonical inspections and visitations of the Archbishop undertaken by the DES, to make sure that the academy is being conducted in accordance with Canon Law and is following the practices and teachings of the Catholic Church and in order to allow the DES on behalf of the Archbishop, to assess how well the academy is being managed.
- 1.25 Submit to any other education inspections as required by law.
- 1.26 Enter into contracts which relate to goods or services to be provided across all academies in the MAC.
- 1.27 Comply with the terms of the Code of Conduct for Directors.
- 1.28 Take appropriate action in relation to any individual Governor who breaches any provision within the Code of Conduct for Governors.
- 1.29 Seek consent from the DES before starting any discussions regarding proposed expansion of the MAC.

2 Administration

- 2.1 The Full Board will meet at least once per term
- 2.2 The Full Board meetings consist of Foundation Directors, Company Secretary and Clerk to the Board of Directors.
- 2.3 Only Foundation Directors have voting rights.
- 2.4 The Full Board will be quorate if at least 50% of the Foundation Directors are in attendance.

2.5 The Chief Accounting Officer and other Executive Leaders may be invited to attend but will have no voting rights.

2.6 Administrative support will be provided by the Clerk to the Directors and the Company Secretary.

2.7 Agendas will be agreed in advance by the Chair of Directors (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

2.8 Minutes of meetings will be taken and once approved in draft by the Chair of Directors be submitted to the next scheduled meeting.

2.9 The Full Board will review these terms of reference and self-assess its performance against these terms of reference on an annual basis.

Terms of reference agreed by the Board on:

1st April 2020