

# Roles and Responsibilities of MAT Governance

Emma Balchin

Director of Professional Development

The independent organisation  
for school governors, trustees  
and clerks

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# Welcome and introductions



## Purpose of the session

At the end of the session you should have a good understanding of ...

1. The context of MAT governance
2. Scheme's of Delegation and their purpose
3. The roles of each tier of governance

# The purpose of governance

- Academy trusts charitable object: **Advancing education for the public benefit** through their three core functions:
  1. Ensuring clarity of vision, ethos and strategic direction
  2. Holding executive leaders to account for the performance of the organisation and its pupils and for the performance management of staff
  3. Overseeing the financial performance of the organisation and making sure its money is well spent

# What is a MAT?

Charitable  
trust

Company  
limited by  
guarantee

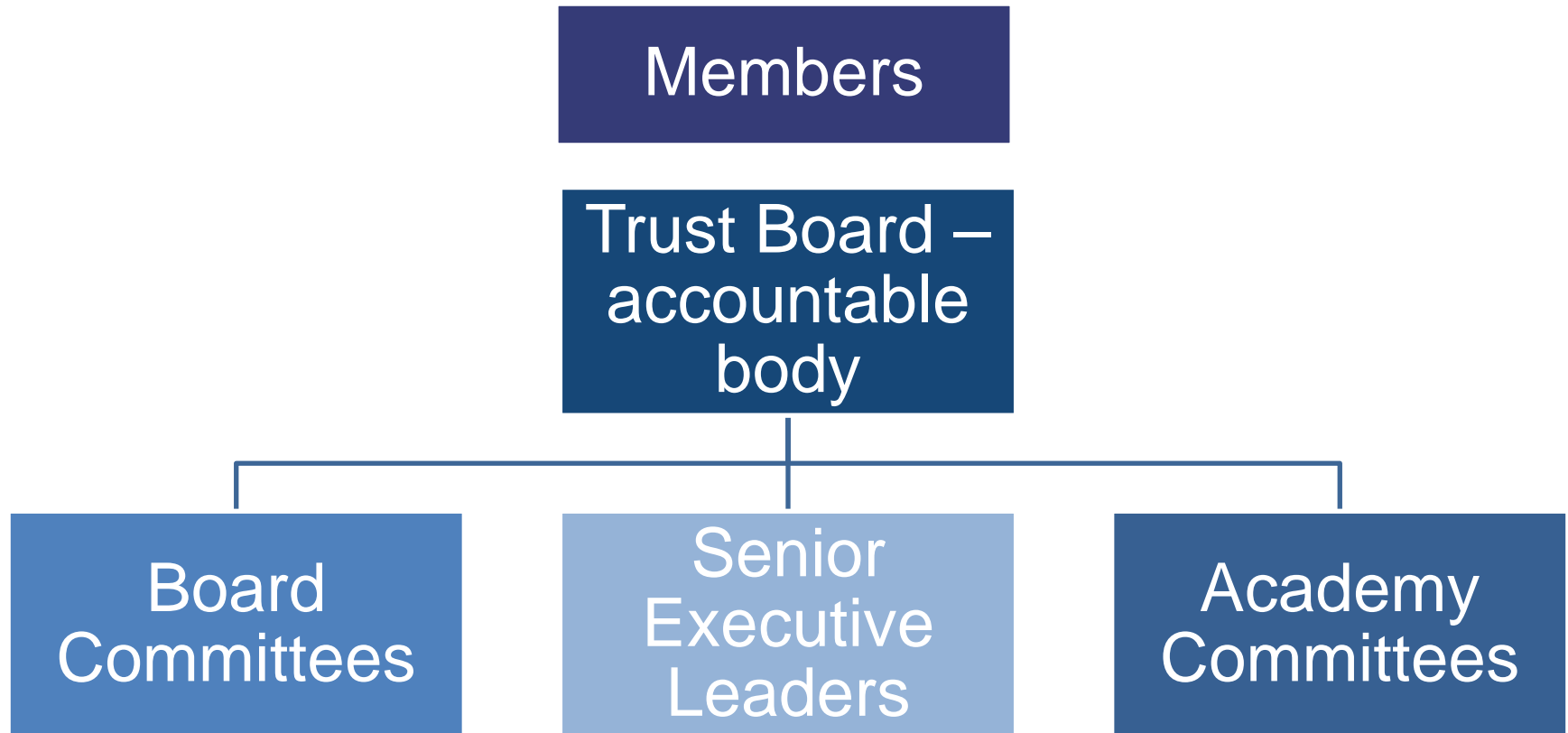
An exempt  
charity

Accountable to  
the Secretary  
of State

One organisation

About ...  
**all** the pupils of  
**all** the schools  
in the trust

# Delegation in a MAT



# Key Documents:

## Memorandum

- Describes the legal status of the company and the purpose or charitable object of the organisation

## Articles of Association

- Act as the 'rule book'
- Describes who will govern and what their responsibilities are:
  - Appointment / election of trustees
  - Meetings: how many, quorum, voting
  - Powers and duties

## Scheme of Delegation

- Acts as terms of reference for each tier of governance especially committees
  - Must make clear the powers and duties of the committees
  - Can be changed at any time by the trust board

## A note on separation

***“The Department’s view is that the most robust governance structures will have a significant degree of separation between... members and trustees. If members also sit on the board of trustees this may reduce the objectivity with which the members can exercise their powers.***

***The Department’s recommendation is for a majority of members to be independent of the board of trustees.”***

- Academies Financial Handbook



## Activity – who does what and where?

Sponsor

Academy Committee  
Members (LGB)

Members

Chief Executive Officer

Trustees / Directors

Executive HT / Principal  
/ Head of School

Finance & Audit  
Committee

## The sponsor

- An external organisation that helps school (s)
- May be a religious group, university, another school, charity or business
- Provides support: e.g. financial, track record in turning around schools
- Is approved by the DfE – there is a list
- Has a role in governance - by appointing members / trustees

# The members: the role

## The members have ultimate control

- Guardians of the trust's governance and must ensure that it fulfils its purpose/charitable object as laid out in the AoA
- Appoint some (and can remove) all trustees and members
- Approve the articles of association and any changes

## The members role ctd..

- Provide oversight of governance and the effectiveness of the trusts structure
- Must meet SEPARATELY once a year to receive the audited accounts and annual report at a time and place determined by the Trustees
- Should intervene if a trust is failing (where they have to dissolve an insolvent trust they are liable personally for up to £10)

## The members: who?

- Minimum of 3, DfE prefer 5
- Usually original signatories to the memorandum
- ESFA must be notified of appointment within 14 days
- LA influenced cannot exceed 19.9%
- Must be separation from the trust board i.e. majority
- No individual financial interests in the trust
- The chief executive cannot be a member

# Holding the Trust Board to account

1. Does the trust board reflect the ethos and values of the trust?
2. Is the trust board effectively fulfilling its three core governance functions?
  - a. Is there a clear vision for the trust and is progress being made against the strategic aims being pursued to realise this vision?
  - b. Are senior leaders being held to account for the performance of the trust?
  - c. Is financial oversight sound?
3. How well does the trust board know our school(s) and how are the needs of our school(s) are being met?
4. How engaged are stakeholders and is this reflected in the reputation of the trust?
5. Has the trust board reviewed its own performance? What is their self-evaluation telling us? Are the right people around the table and are there any skills gaps?
6. Is there evidence to show that the charitable objective of the trust being met and that the governance of the trust is effective?

# The trustees (company directors): the role

**The trust board is the accountable body (akin to maintained school board)**

- Permitted to exercise all the powers of the academy trust
- Responsible for the three core governance functions
- Hold the CEO to account
- Must comply with charity law requirements
- As company directors, must also comply with the 7 general statutory duties of a director set out in the Companies Act 2006
- Can be held personally liable if annual returns are not submitted to Companies House
- Responsible for directing the affairs of the charity so that it delivers its charitable object

## The trustees: who?

- The CEO can be a trustee
- local authority influenced cannot exceed 20%
- The members are able to remove a trustee from office, irrespective of whether the trustee was appointed or elected to the trust board
- No more than a 1/3 of trustees can be employees of the trust



# The academy committees

**Often known as LGBs BUT are committees of the trust board and not subject to school governance regulations**

## The role

- May be delegated functions by the trust board/Differs
- Trustees can change functions delegated to committees at any time
- Who carries out which functions should be set out in a SOD

## Who?

- Academy committee members are not trustees of the MAT unless they are also appointed as a trustee and so sit on the trust board

# The chief executive officer

- This is the senior executive leader appointed by the trust board to run the trust
- Leads the executive management team of the academy trust
- Is usually the accounting officer so has overall responsibility for the operation of the academy trust's financial responsibilities
- Performance manages the principals / headteachers / heads of school

## Executive head / headteacher / principal / head of school

- Appointed by the chief executive to run a group of schools, usually retaining headship of one of the schools
- Responsible for the day to day management of their school(s)

# Thoughts and reflections....



# Thank you for listening

Emma Balchin

[Emma.Balchin@nga.org.uk](mailto:Emma.Balchin@nga.org.uk)

0121 2374600

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