



Our Lady and All Saints
Catholic Multi Academy Company
Strong in Faith

BOARD OF DIRECTORS

TERMS OF REFERENCE 2025/26

Approved: July 2025
Updated: 10th December 2025

Governing Board Membership
2025/2026 Academic Year

Foundation Governors	End of Term of Office
Paul Bentley	04/10/2028
Harold Hands	04/10/2028
Mary Johnson	04/10/2028
Stuart Plimmer	04/10/2028
Clare Madden	13/06/2027
Sarah Galloway	10/10/2028
Andrew Meigh	07/12/2029

Chair: Paul Bentley

Co-Vice Chair: Harold Hands/Stuart Plimmer

Meeting Dates 2025/2026

	Autumn Term	Spring Term	Summer Term
Board of Directors, 5.30pm start	22 nd October 2025 10 th December 2025	29 th April 2026	15 th July 2026
Catholic Life, Curriculum and Standards Committee 5pm start	10 th November 2025	13 th April 2026	6 th July 2026
Finance, Risk and Audit Committee 5.45pm start	8 th October 2025 26 th November 2025	25 th February 2026 22 nd April 2026	1 st July 2026
Estates Working Party 4pm	1 st October 2025	11 th February 2026	20 th May 2026

TERMS OF REFERENCE

Board of Directors Terms of Reference

In line with the Articles of Association, the Board of Directors for the Our Lady and All Saints will comprise of no less than 3 Directors and is subject to no maximum. All Directors shall upon their appointment or election, and before exercising any duties as a Director, give a written undertaking to the Trustees and the Diocesan Bishop to uphold the Objects of the Academy Company. The Company shall have the following Directors:

9 Foundation Directors: *The Diocesan Bishop shall appoint such number of Foundation Directors as shall ensure that at all times the number of Foundation Directors exceeds the other Directors (including any Co-opted Directors) by at least two.*

1 Co-opted Director: *a person with a specific skillset who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed.*

The CSEL or equivalent will be expected to attend meetings.

The process for recruitment and appointment of both Directors and Governors will be transparent and inclusive.

There should be good opportunities to meet prospective candidates before an appointment is made. Personal recommendations and references are important to the process, and a DBS check must be carried out. It is the responsibility of the Company Secretary to ensure that DBS checks are completed for all members.

During the recruitment process consideration should be given to the key skills.

The Board of Directors will meet at least once per term.

Agendas and papers should be circulated at least seven days in advance of the meeting.

Committees

Each committee, with the exception of the Local Governing Board, must contain a majority of directors, and will require a quorum of 3 directors but it may also include other people the board chooses to appoint.

The Governance Professional to the Board of Directors will undertake the Clerking of the committees.

The committee minutes shall be included as an agenda item for consideration at the next Board of Directors meeting.

All decisions made by committees with delegated powers should be reported to the next meeting of the Board of Directors. If the minutes are not finalised a brief statement of the conclusions reached should be given.

The Chair of the committee will be appointed at the first board /committee meeting of the academic year.

Review of committees and delegation

The Board of Directors must review the committee structure, terms of reference for each committee and the membership of each committee on an annual basis.

Removal of Delegated Authority

The Board of Directors reserve the right to remove or limit delegated authority to any sub-committee, including local governing boards if they deem necessary. In this instance, the Board of Directors will provide a bespoke term of reference that will be in place for a set period of time.

Finance, Audit and Risk Committee Terms of Reference

The committee has responsibility delegated by the Board of Directors for:

Finance

- To consider the Academies' indicative funding, notified annually by the Education and Skills Funding Agency, and to assess the risks and/or implications for the MAC's Academies, drawing any matters of significance or concern to the attention of the Board of Directors.
- To contribute to the formulation of the Academies' improvement/business plans, through the consideration of financial priorities and proposals and to review the level and use of revenue and capital reserves.
- To advise the Board on the efficacy or otherwise of the curriculum through the oversight of KPI's created via ICFP in the MAC's Academies.
- To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the improvement priorities set out in the improvement plan.
- To review and challenge the proposed annual budgets for Academies and the Central Team, and to recommend their approval to the Board.
- To monitor and review progress against budget throughout the year for each Academy and the Central Team, drawing any matters of concern to the attention of the Board.
- To approve proposed changes during the year to the initial budget, in line with the authority delegated to the Committee under the Scheme of Delegation.
- To monitor and review, on a regular basis, procedures for ensuring the effective implementation and operation of financial procedures.
- Where applicable, approve policies on behalf of the Board of Directors
- To receive and review reports from the CFO on the waiver of competitive quotations and tenders.
- To monitor all Key Performance Indicators (KPIs) as delegated to the Committee.
- To undertake all other responsibilities delegated to the Committee by the Board of Directors through the Scheme of Delegation or specific resolution.
- Undertake the functions in relation to appraisal and pay progression as determined in the pay policy.

Audit and Risk

- The strategic responsibility to provide independent advice and assurance to the Trust Board, primarily in relation to matters of probity, propriety and the effective stewardship of public funds.
- Reviewing the adequacy and effectiveness of the MAC's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money
- Considering the appointment of the external and internal auditors, assessing their independence.
- Reviewing their management letter and management's response.
- Reviewing the internal assurance programme and individual reports including reports on the effectiveness of systems for internal financial control, financial reporting and risk management.
- Reviewing the Trust's procedures for handling allegations from whistle-blowers and allegations of fraud, bribery and corruption.
- Reviewing and challenging the actions and judgements of management, in relation to the annual financial statements, before submission to the Trust Board.
- Reviewing the skills and competence of all staff involved in the financial controls within the Trust.
- Receiving and reviewing reports from the COO, detailing how the Trust is discharging its Health and Safety legal responsibilities for staff and students and to receive reports on incidents on behalf of the Board of Directors.
- Reviewing the Trust Health & Safety Policy, processes and procedures.
- Reviewing the Trust Data Protection and Cyber-security Policies, processes and procedures.
- The Committee must agree an annual programme of work to address and provide assurance on those risks. This programme must assure the process involves identifying the types of risk the Trust faces, scoring and prioritising the risks in terms of their potential operational and financial impact, assessing the likelihood of occurrence and identifying means of mitigating the risks.

Staffing

- Receive HR update
- Receiving and considering revisions to policies, which relate directly to the work of the FAR.

Any item referred by the Board of Directors

Membership: Minimum of three Directors required

1. Stuart Plimmer - *Chair*
2. Harold Hands
3. Mary Johnson
4. Paul Bentley

Catholic Life, Curriculum and Standards Committee

The committee has responsibility delegated by the Board of Directors for:

Reviewing and evaluating reports on:

- The academic performance of individual Academies and the MAC as a whole, against agreed KPIs.
- The quality of leadership in each individual Academy to account for academic performance, quality of SEND provision, quality of teaching and learning, exclusions and student and staff attendance across the MAC.
- The distinctly Catholic Ethos of the Academies and the MAC as a whole.
- Improvement plans and progress made against targets of any Academy within the MAC.
- Any Ofsted or CSI Inspection reports.
- The impact of the use of Additional funding such as Pupil and Sport Premium funding by the MAC as a whole.
- How any changes to national legislation with regards to curriculum, examinations, SEND and reporting to parents may affect individual Academies and the MAC as a whole.
- The performance of Local Governing Boards.
- Safeguarding arrangements of individual Academies and the MAC as a whole.
- Student / Pupil health and wellbeing
- The quality and impact of the curriculum across the MAC.
- Overall progress made against School Improvement Plans
- The evidence used for Teachers performance appraisal decisions
- Community engagement and activities addressing barriers to student's learning.
- Receiving and considering revisions to policies, which relate directly to the work of the CLCS.
- Reviewing or investigating any matters referred to CLCS by the MAC Board.
- Bring any significant recommendations and matters of concern to the attention of the Board of Directors.
- Accept and consider reports from the Local Governing Boards.
- To develop and support the MAC priorities in relation to careers guidance and to receive periodic reports from the Central Executive Team.

Membership: *Minimum of three Directors required*

1. Mary Johnson - *Chair*
2. Paul Bentley
3. Clare Madden
4. Sarah Galloway

CEO Appraisal Committee

The committee has responsibility delegated by the Board of Directors for:

- Meet the external advisor to discuss the CEO's performance targets
- Decide whether targets have been met and set new targets annually
- Recommend pay progression to the relevant committee and in accordance with the pay policy
- Undertake mid-year monitoring of the CEO performance against targets

Membership: *Minimum of two Directors required alongside an Independent Reviewer*

1. Paul Bentley
2. Mary Johnson
3. Clare Madden

Complaints Committee

The committee has responsibility delegated by the board of Directors to:

- At the relevant stage hear any complaint made under the school complaints procedures

Membership

- To be made up of members who have no awareness of the original incident and are not known personally to the complainant

Minimum of three members required

Appeals Committee

The committee has responsibility delegated by the board of Directors for hearing appeals with regard to:

- Pay
- Redundancy
- Staff grievance
- Leave of absence – if appropriate
- Staff dismissal
- Flexible working

When dealing with an appeal the committee should be equal to or greater than the original committee that made the decision

Membership

- To be made up of members who have no awareness and are not known personally to the member of staff

Minimum of three members required

Appointment of Staff:

	Primary	Secondary
Lunchtime/Cleaning/Administration Support Staff	<ul style="list-style-type: none"> • Head Teacher or Assistant Head Teacher • Post Line Manager 	<ul style="list-style-type: none"> • Headteacher/Deputy Headteacher • School Business Manager • Post Line Manager
Educational Support Staff	<ul style="list-style-type: none"> • Head Teacher • 1 Governor 	<ul style="list-style-type: none"> • Headteacher/Deputy Headteacher Assistant Head Teacher • 1 Governor
Academy Operations Manager Would this role not be filled in the central team (CSEL and CFOO)	<ul style="list-style-type: none"> • Head Teacher • Member of CET / CST • 1 Governor 	<ul style="list-style-type: none"> • Headteacher/Deputy Headteacher Member of MAC Central Team • 1 Governor
Teaching Staff	<ul style="list-style-type: none"> • Head Teacher • Assistant Head Teacher • 1 Governor 	<ul style="list-style-type: none"> • Head Teacher • Assistant Head Teacher • 1 SLT / Middle Leader • 1 Governor
Senior Leadership Team* <i>*Executive Head Teacher, Head Teacher, Deputy Head and Head of School appointments must be ratified by the Board of Directors</i>	<ul style="list-style-type: none"> • Head Teacher (not for HT replacement) / CSEL • BDES Representative • 1 Governor • 1 Director or School Improvement Director 	<ul style="list-style-type: none"> • Head Teacher / CSEL • BDES Representative • 1 Governor • 1 Director or School Improvement Director

Special Responsibility Director

The Board of Directors will name a person responsible for the following areas and will review these appointments annually. Additional special responsibility Directors and Governors may be named as the Board feels necessary.

Catholic Life	TBC
Safeguarding	Clare Madden
Health and Safety	Harold Hands
SEND	Mary Johnson
Whistleblowing	Paul Bentley

Delegation of expenditure

That sums between £50,000 and £100,000 be delegated to the CEO

That sums below £50,000 be delegated to the CFO.