



Guru Nanak Sikh Multi Academy Trust

**MAT Board of Directors
Terms of Reference 2026 - 2027**

CONTENTS

1. Membership	3
2. Chair of the Board of Directors	3
3. Meetings of Trustees	3
4. Delegation of Power of Directors	4

Board of Directors - Terms of Reference			
Updated	Next Review	Reviewed by	GB/Committee Ratification
June 2023	June 24	AP - Operations	23.09.2023
Sept 2024	Sept 2025	AP - Operations	12.10.2024
Sept 2025	Sept 2026	AP - Operations	27.09.25
Sept 2026	Sept 2027	Head of People, Compliance and Governance	01.09.2026

Version	Description of Change (Including Page Number)
Sept/2026	Updated the Membership section to comply with the DfE's Academy Trust Handbook. (page 3) Chair of Directors – Included the election of vice chair of the Board (page 3) Delegation of Power of Directors updated (Page 5)

1. Membership

The Board of Directors are appointed by the Members, in accordance with the Trust's Articles of Association, and is responsible for setting the strategic direction of the Trust and is directly accountable for the educational standards and financial management of the Trust and its Academies. In particular:

- Defining and communicating a Vision for the Trust and its Academy/Settings
- Setting and monitoring of standards for achievement of the Vision of the Trust
- Financial management in accordance with the Master Funding Agreement through the setting of a budget for each academy and monitoring its financial performance
- Ensuring the effective safeguarding of all those involved with the Trust.
- Management of the centralised services provided by the Trust.
- Complying with the Department for Education's Academy Trust Handbook and approving a written Scheme of Delegation of financial powers that maintains robust internal control arrangements.

The Board of Trustees is constituted as per the Articles of Association for Guru Nanak Sikh Academy Limited and will meet at least 3 times per year. The Trust CEO will be a full member of the board of Trustees. In line with the Department for Education's Academy Trust Handbook, the Trust will: maintain at least 2 places on the Local Governing Body reserved for parents, carers or those with parental responsibility; keep an up-to-date register of business and financial interests for Members, Directors, local governors and senior employees; ensure all Directors hold an enhanced DBS certificate; and ensure the Trust does not have de facto trustees or shadow directors.

In accordance with the Scheme of Delegation, the Full Board is responsible for: appointing and removing Directors (the Board may appoint Co-opted Trustees, and Members appoint Trustees subject to Secretary of State approval); electing and removing the Chair and Vice Chair; appointing and removing the Governance Professional to the Board; appointing and removing Governors to the Local Governing Body.

2. Chair of the Board of Directors

The Board of Directors shall appoint an individual from among their number to act as Chair. The main role of the Chair is to chair meetings of the Board of Directors. He or she also provides leadership to the Directors and acts as the main point of contact between the Directors and the Leadership Group.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Board of Directors and to have a second or casting vote in any case of an equality of votes at a meeting of the Board of Directors), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board of Directors.

The Board of Directors shall also elect a Vice Chair from among their number, who will deputise for the Chair in their absence and may be delegated specific responsibilities by the Board. The Chair and Vice Chair are elected and may be removed by the Full Board in accordance with the Scheme of Delegation.

3. Meetings of Board of Directors

There will be a minimum of three meetings of the Board of Directors each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles. In determining the agenda for Board of Directors meetings and Committee meetings, the directors will have regard to the requirement on them to:

- Ensure the effective academic performance and the overall standard of education provided by the Trust and the schools within it.
- Ensure the effective safeguarding of all children, young people and adults associated with the Trust.
- Ensure good financial management and effective internal controls;
 - Complying with the Funding Agreement and the current version of the Academy Trust Handbook (or successor documents);
 - Receiving and consider information on financial performance at least three times a year; and
 - Taking appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Governance professional to the Trust Board shall prepare an annual plan for the meetings of the Trustees.

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees. They have several duties and responsibilities relating to the governance of the Academy Trust and its finances. In summary, the Directors are responsible for:

- Establishing the vision, mission and values for the Academy Trust;
- Carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;
- Designing strategy and structure for the operation of the Academy Trust;
- The delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies/Settings to the Leadership Group;
- Ensuring the sound management and administration of the Academy Trust by the Leadership Group, and ensuring that the Leadership Group is equipped with the relevant skills and guidance;
- Financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academy Trust Handbook, which sets out in detail provisions for the financial management of the Academy Trust;
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- Risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust. The Trustees will review the Risk Register at least annually;
- Ensuring the Academy Trust and its Academies/Settings are conducted in compliance with the data protection and general law.

- In line with the Academy Trust Handbook, the Trust will be transparent about its governance arrangements, publishing on its website up-to-date details of the structure and remit of its Members, Board of Directors, committees and Local Governing Bodies, the register of interests, and Director and governor attendance records, and will make agendas, minutes and papers of meetings available for public inspection on request, subject to confidentiality considerations relating to named individuals.

4. Delegation of Power of Directors

Directorship is a personal office of trust and responsibility, and this cannot be transferred to another individual. However, to ensure the proper management of its Academies/Settings, the Directors are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Board of Directors to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual directors (e.g. the Chair) and what will be delegated to the Leadership Group. The Directors must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Directors will have regard to the following principles:

- Non-executive powers must be exercised by the Directors personally and may not be delegated;
- Executive powers should be delegated to the Chief Executive Officer and Directors of Finance, except when it is impracticable to do so, who may authorise further delegation.
- Every act of delegation is only a delegation of powers and does not relieve the Directors of responsibility.
- Each committee (other than a Local Governing Body) must contain a majority of Directors, although it may also include other people the Board chooses to appoint; the Trust must not have de facto trustees or shadow directors.

The process of delegation is outlined in the Scheme of Delegation and includes delegation to several functionaries. The Trust Board will routinely delegate to the following executive committees to fulfil its responsibilities, in accordance with the current Scheme of Delegation:

Finance and Personnel Committee – overall responsibility for financial management and setting of budgets, and for personnel/HR matters including staffing structure, pay policy and staff disciplinary and grievance procedures.

Audit and Risk Committee – responsibility for internal audit and internal scrutiny, oversight of the risk register, premises management and Health and Safety, and insurance arrangements.

Pay Committee – responsibility for setting and reviewing the Trust's Pay Policy, including executive pay, ensuring decisions are evidence-based, transparent, proportionate and defensible in line with the Academy Trust Handbook.

Admissions and Appeal Committee – responsibility for determining the Academy's admissions arrangements annually, ensuring they comply with the Academy Admissions Code, and establishing an independent appeals panel to consider admissions appeals.

All committees shall meet as often as required and at least 3 times per year.

In addition, the Board may choose to delegate to;

- The Local Governing Body, in accordance with the Scheme of Delegation
- Any other committee so deemed necessary by the Board
- The CEO
- The Leadership Group (which in turn may delegate to further individuals).
- Any individual Director.