Holy Cross Catholic MAC
(The 'Company')

TERMS OF REFERENCE

MAC BOARD OF DIRECTORS

Responsible for Policy	Marina Kelly
Committee/Board Approval Date	September 2026
Date of Policy Review	September 2027

Our Mission

Our school communities are united as the family of God to provide an outstanding Catholic education for all our pupils. With Christ at the centre of all we do, we will inspire every child to be the best person they can be by developing their God given gifts and talents.

Document Control:

Version History

Version	Status	Date	Author	Department	Summary of Changes
1.0	Draft	June 2019	J Parry	HCCMAC, Central Team	Draft document for Board Approval
1.1	**Approved**	5 Sept 2019		MAC Board	Approved by MAC Board of Directors
2.0	**Approved**	2 Sept 2020	J Parry	HCCMAC, Central Team	Amended terms of Reference approved by MAC Board.
2.1	**Approved**	1 Sept 2021		HCCMAC, Central Team	Approved by MAC Board.
2.2	**Approved**	19 October 2022		HCCMAC, Central Team	Approved by MAC Board
3.0	**Approved**	5 Dec 2023	J Parry	HCCMAC, Central Team	Amendments presented to MAC Board 20 December 2023
4.0	**Approved**	11 Sept 2024	J Parry	HCCMAC, Central Team	Draft presented to MAC Board for approval
5.0	**Approved**	September 2025	J Parry	HCCMAC, Central Team	Annual review of Terms of Reference
6.0		September 2026		HCCMAC, Central Team	Annual review of Terms of Reference

1. Introduction

As a charity and company limited by guarantee, Holy Cross Catholic Multi-Academy Company (HCC MAC) is governed by a board of Directors (the Board). The Board has overall responsibility, with ultimate decision-making authority for all the work of the MAC, including the establishing and running of the Schools. This document outlines the terms of reference for the Board.

The Board will review these Terms of Reference together with the membership of the committees at least once every twelve months.

The Schools that currently comprise the MAC are identified in Appendix 1. All schools have academy status and will be known as "School" in preference to "Academy", in order to align with the desire to retain the existing identities of the schools.

The Board fulfils its responsibilities through strategic planning and by the setting of policy and standards, as well as taking responsibility for the oversight and management of risk. It will put the wellbeing and highest quality education of children first. It will support, monitor and challenge the central team, understanding the challenges and pressures on schools and helping leaders navigate these issues with sensitivity, optimism and ambition.

The Board has the authority to direct change where required. It will act with fairness, integrity and honesty in all its dealings with the Schools.

It is the Board's intention to support each of the Schools in the preservation and development of their individual identities and Catholic ethos.

The Board has the power to overrule decisions made by its sub-committees and the seven Local Governing Bodies.

In the event of there being any conflict between any of the provisions of this document and the Articles of Association of the Company, the Articles of Association will prevail.

2. The Board

The work of the Board itself will focus on:

2.1 Vision and Accountability

- Setting out the vision for the Multi-Academy Company and its application at both Multi-Academy Company and school levels
- Determination of corporate strategy and planning
- Compliance with all legislation, charity and Multi-Academy Company law
- Reports to the Multi-Academy Company Members
- Setting the terms of reference for the Local Governing Bodies (LGBs)

- Compliance with Articles & Funding Agreements determining the admissions policy and arrangements for each School (in accordance with the law, DfE and Diocesan codes of practice)
- Setting HR policies and procedures (as legal employer of all staff), developing appropriate terms and conditions of service with each School, including the performance management policy and pay policy
- Setting other Multi-Academy Company-wide policies such as health & safety, DBS etc
- Oversight of public relations activities to project and protect the activities of the Multi-Academy Company and the Schools/schools to the wider community

2.2 Standards

- Monitor the Multi-Academy Company's performance at a strategic level in relation to attainment, achievement, attendance, destination and pupil premium and recommend to the Board annual targets in these areas, and monitor the Multi-Academy's progress towards achieving them.
- Monitor and review the implementation and impact of Curriculum policy across the schools.
- Liaise with Resources Committee to monitor annually the continued professional development of all staff.
  Monitor the implementation of Improvement Plans including the MAC's School Improvement Framework, individual School Improvement Plans and any action plans arising from Inspections and externally commissioned reviews.
- Review annually the impact and effectiveness of the Multi-Academy self-assessment procedures and the effectiveness of the actions taken to improve standards.
- Receive reports from external agencies relating to quality and curriculum matters and action plans arising as appropriate.
- Ensure the Curriculum contributes to community cohesion
- Regular reviews of performance across the Multi Academy Company
- Oversight of standards and outcomes across all Multi Academy Company schools
- Oversight of key performance data on a Multi Academy Company and individual school basis.
- Annual target setting for the Multi-Academy Company in general and for individual Schools/schools
- Power to withdraw delegated powers from a Local Governing Body and, if necessary, disband it

2.3 Appointments and training

- Ensure processes are in place for appointment of Multi-Academy Company Directors and Governors of Local Governing Bodies
- Appoint the Catholic Senior Executive Leader and Headteachers in consultation with the Local Governing Body and Diocese
- Undertake performance management of the Chief Executive Officer (CEO) and the headteachers in consultation with the LGB
- Appoint and oversee staff in MAC-wide positions
- Training and evaluating the Multi-Academy Company, Committees, Directors & Governors

3. The Board

3.1 Composition of the Board

Foundation Directors will be appointed by the Diocesan Bishop and Co-opted Directors may additionally be appointed by the Board. At all times the number of Foundation Directors must exceed other Directors by at least two.

3.2 Chair of the Board

The **Chair of the Board** will be elected by the Multi-Academy Company.

The role of the Chair is to:

- Take responsibility for standards and performance of the Multi-Academy Schools on behalf of the Multi-Academy Company Members.
- Report to the Academy Multi-Academy Company Members
- Ensure terms of reference are set for the Local Governing Bodies (LGBs)
- Have the power to overrule decisions made by its Committees and the seven Local Governing Bodies
- Review progress toward School and MAC Improvement Plan targets
- Receive reports on performance from each School Local Governing Body
- Receive report on performance from Resources Committee
- Receive reports from any other committees set up by the Board
- Ensure safeguarding is reviewed
- Ensure that Performance management of key leaders including the Catholic Senior Executive Leader is undertaken
- Ensure that strategic objectives are set
- Consider policies to ensure compliance
- Ensure that budgets are approved

3.3 Board Committees

In order to support the effective operation of HCC MAC and the Schools, the Board has established a number of committees to which it has delegated certain of its powers and functions.

The Board has established two types of committee:

Firstly, Board Committees which deal with Company-wide matters such as finance, audit, pay and performance management, and secondly, Local Governing Bodies (sometimes known as Local Academy Committees) which are established by the Board to support the effective operation of the Schools (LGBs).

The Board has resolved to establish the following Board Committees:

- Resources – including Estates
- Catholic Life and Welfare
- Audit
- Pay and Remuneration
- Quality

Terms of reference outline the functions and delegated authorities of each of the Board Committees.

The Board has also resolved to establish LGBs for its Schools, each as a separate committee of the Board. A LGB may act in respect of one or more Schools. The functions and delegated authorities of the LGBs are defined in the Birmingham Diocese Education Service Scheme of Delegation.

3.3.1 Membership - Board Committees

- The Board has the authority to appoint and remove all Board Committee members.
- The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions. In accordance with best practice, the Board will carry out regular reviews of the skills and experience available to each Board Committee and will seek to develop additional capability and skills where required.
- Each Board Committee will consist of at least two Company Directors together with the Chief Executive Officer (CEO). A majority of Board Committee members must be Company Directors. Additionally, another co-opted may also be appointed. Any Director may attend and vote at Committee meetings.
- The Committee will be quorate if (i) three members are present (at least one of which must be a Director or (ii) two Directors are present. No resolution

may be passed by the Committee unless at least two Directors are present in the relevant meeting.

- The Chair of the Committee shall be appointed by Directors.
- Each school year the Committee shall, at their first meeting in the year, elect a Vice-Chair from among their number.
- Agendas will be agreed in advance by the Chair of the Committee (based on, but not limited to, a pre-agreed annual schedule of activity; provided that any member may request that a matter is included in the agenda.
- The chair of each committee will be able to recommend to the members of the committee and the Chair of the Board that up to two non-voting associate members be appointed to join the committee. The term of appointment of an associate member shall be for a period of up to one year, but the appointment may be renewed.

The current Board Committee members are set out in the register of committee members maintained by the Company.

Any Director is entitled to attend and vote at any meeting of a Board Committee.

No vote on any matter shall be taken at a meeting of a Committee unless the majority of members present at the meeting of the Committee are Directors.

3.3.2 Membership - LGBs

Local Governing Body membership will be informed by the Birmingham Diocesan Education Service Scheme of Delegation (Part Three 6.2 and 6.3)..

The members of each LGB shall annually appoint a LGB Member who is not an employee of the Company to act as Chair of the LGB, the appointment to be ratified by the Company Board. LGB Members may also elect a vice-chair or may elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

The Chair of each LGB shall ensure that a clerk is provided to take minutes at meetings of the LGB.

4. Chairs Group

The Chair of the Board of Directors will meet the Chairs of the LGBs, or their nominee, for the purposes of:

- Exchanging information
- Maintaining alignment of priorities, values and direction
- Sharing views on strategic matters of mutual interest
- Identifying opportunities for improvement and growth

Meetings of the Chairs Group will be held termly and arranged by the Chair of the Board of Directors.

5. Authority, remit and responsibilities of the Committees

Each Committee is authorised by the Board to:

- carry out any activity authorised by the BDES Scheme of Delegation and LGB Terms of Reference;
- investigate any activity within its Terms of Reference; and
- seek any appropriate information that it properly requires to carry out its role.

6. Meetings

The Board and its Committees (i.e. the Board Committees and the LGBs) will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

Any Committee member can request that the Chair convenes a meeting of the Committee by giving reason and reasonable notice.

An agenda agreed by the Chair and papers in support of the agenda will be sent to all attendees at least one week before the date of the meeting.

The CEO shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.

A register of attendance shall be kept for each Committee's meetings and published annually.

Committees may invite one-off attendance at meetings from persons who are not Committee members or Board members to assist or advise on a particular matter or range of issues. Such persons may speak at the invitation of the Chair but shall not be entitled to vote.

By agreement of the Chair, and on an exceptional basis, the proceedings of a Committee may be conducted via telephone, video or other appropriate means.

Should confidential matters be discussed at a meeting of a Committee, these shall be noted in the Confidential Part 2 of the minutes. The Chair will decide whether a matter is to be considered confidential.

The following is a non-exhaustive list of matters that will generally regarded to be confidential:

- those concerning specific members of staff or pupils;

- courses of action that might lead to redundancies, disciplinary action or dismissal;
- consideration of legal advice, of estimates or tenders for work or supplies or valuations;
- proposals to suspend or remove a member of a Committee;
- formal complaints – depending on the nature of the complaint;
- matters regarded and identified by the Board as being confidential. Within 10 working days of each meeting, each Committee will produce minutes of its meetings.

The minutes of each meeting will be agreed by the Chair prior to issue and shall provide, as a minimum, the following:

- Summary of topics discussed
- Identification of any reports or papers discussed
- Record of any decisions made
- Record of actions placed (including responsibilities and timescales)
- Matters raised to the attention of the Board for information
- Matters raised to the attention of the Board for further discussion

The minutes shall be provided to the members of the Committee within 15 working days of each Committee meeting.

The minutes shall be agreed and approved at the subsequent meeting of the Committee.

Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

7. Conduct of Committee Members

All Company Board members and Board Committee members shall observe at all times the provisions of the Company's Code of Conduct.

Each Local Governing Body will adopt a Code of Conduct for their School that as a minimum incorporates the provisions of The Company's Code of Conduct, in so far as these are applicable in their existing form or in a form modified for the School rather than for the Company.

8. Committee Members' Interests

The Company will maintain and publish as required a register of the business and pecuniary interests of Members, Directors, local governors and senior employees.

Committee members are required to declare any business or other interests in any item being discussed at a meeting.

Each Committee member, if present at a Committee meeting, must disclose their interest, withdraw from the meeting and not vote on a matter if:

- there may be a conflict between their interests and the interests of any of the Schools or the Company;
- there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
- they have a personal interest in a matter (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter

9. Disqualification & Removal of Committee Members

A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

- is or becomes disqualified from holding office under the Company's Articles of Association;
- is or becomes disqualified from holding office as a governor of a school or academy;
- is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
- is barred from any regulated activity relating to children;
- is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
- has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
- commits a serious breach of the Company's Code of Conduct or any standing order or protocol implemented by the Board;
- resigns his/her office by notice in writing to the relevant Chair;

- in the case of a Headteacher, they cease to be the Headteacher;
- in the case of a LGB Member, their term of office expires and they are not reappointed.

Appendix 1

Schools and Local Governing Bodies of Holy Cross Catholic Multi-Academy Company

Bishop Ullathorne Catholic School

St John Henry Newman Catholic School

Christ the King Catholic Primary School

St Augustine's Catholic Primary School

St Elizabeth's Catholic Primary School

St John Vianney Catholic Primary School

St Thomas More Catholic Primary School