

Teaching School

Management Board Terms of Reference

1. Introduction

The legal entity of 'Innovation, Learning and Leadership Alliance Limited', hereinafter called the 'Teaching School', is a Private limited company whose ownership sits within the business construct of Transforming Lives Educational Trust (TLET).

In discharging its legal and regulatory obligations with regard to the performance and delivery of the Teaching School business plan and objectives, TLET preserves:

- legal liability through company directorship majority control;
- operational accountability through an approved Teaching School Management Board.

2. Scope and Remit

The Management Board is the vehicle through which TLET's operational support, challenge and scrutiny of the Teaching School is delivered.

Operating collectively and in accordance with TLET's Code of Business Conduct, those appointed to the Management Board shall consider and review operational matters pertaining to: business viability; delivery metrics; reach and impact; reputational positioning; market penetration of the Teaching School as well as its overall contribution to TLET vision and business imperatives.

In so doing, the Management Board ensures:

2.1 Business Performance

- comprehensive, timely and informed financial analytics and management reports
- proper allocation of financial and human resources to achieve delivery
- organisational construct supports attainment of strategic objectives
- controls are in place in order to manage and mitigate operational and financial risk

2.2 People Performance

- capability and capacity to deliver to plan and to meet current and future business needs
- robust performance development reviews aligned with business objectives
- consistent, comparable performance data is used to drive improvements
- demonstrable cultural, ethical and commercial performance impact

2.3 Financial Performance

- revenue targets (grant/non-grant) are established and monitored
- financial and operational KPIs are agreed, communicated and monitored
- monitoring and steering performance against plan and budget
- scrutiny of business results including variance to budget and exception reporting

3. Designation

The members of the Teaching School Management Board have the designation of 'Partner'.

The designation of Partner acknowledges that the Management Board is 'partnering' the Teaching School by way of operational challenge and support, and in so doing, 'partnering' the Board of Trustees in the execution and delivery of their published business strategy.

4. Composition

The Teaching School Management Board shall comprise of 5 'Partners':

- Trustee (who may or may not be a Company Director of the Teaching School)
- Company Director (Teaching School)
- Co-opted Independent
- Chief Executive Officer
- Chief Finance Officer

5. Partner Appointment and Term of Office

The Board of Trustees shall appoint 'Partners' to the Teaching School Management Board on the basis of demonstrable and pertinent skillsets, business/sector experience and operational need as determined by the Trust.

5.1 The Board of Trustees shall nominate a Chair person from among the non-execs appointed to the Management Board.

5.2 Partners appointed to the Teaching School Management Board shall hold office for 4 years, with such appointments being ratified at the beginning of each academic year by the TLET Board of Trustees.

6. Quorum

The Management Board shall be quorate providing that 3 out of 5 Partners are present, be that in person or remote, and that the three persons comprise x 2 non-exec and x 1 exec.

7. Management Board Meetings

The Management Board shall meet at least quarterly, with such meetings being held in-person or remotely.

7.1 The Executive Officer of the Teaching School and/or their direct line report shall be required to attend the Management Board meetings and to provide written performance

reporting (for period ending ...) set against the Teaching School's strategic plan and objectives.

7.2 In the intervening period between the board meetings the Executive Officer of the Teaching School shall provide the Management Board with short form operational update reports.

7.3 The Chair of the Management Board has discretion to call extraordinary management Board meetings when deemed necessary to address time critical business/operational performance issues.

7.4 Management Board Partners shall receive meeting agendas and supporting papers/documentation no less than 5 working days prior to scheduled meeting dates.

7.5 All meetings will be chaired by the nominated Chair of the Management Board. In the absence of the Chair the remaining members present shall elect one of their number to chair the meeting.

7.6 The Management Board may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

7.7 The Management Board may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.

7.8 When matters are decided by vote, the Chair shall have a casting vote in the event of an equal division of votes.

8. Minutes of Meetings

The Chair of the Management Board shall arrange for a record of the proceedings and decisions of each meeting to be made, including the names of those present, those in attendance and any declarations of conflict of interest.

8.1 Draft minutes of meetings shall be circulated to Management Board Partners within 10 working days of the meeting taking place and also cc'd to the Chair of the TLET Operations Standards Committee and the Chair of the TLET Audit and Risk Committee. Draft minutes shall be filed on the TLET shared drive under the specific sub-committee folder.

8.2 The minutes of the meeting shall be approved by the Management Board at its subsequent meeting. Once approved, the draft minutes held on the TLET shared drive shall be replaced with the approved version.

10. Reporting

The Teaching School operational performance update shall be a standing agenda item at TLET Board of Trustees meetings. Additionally, and as required, the Chair of the Management Board

shall meet periodically with the Chair of Trustees to discuss and review the performance of the Teaching School.

11. Review

The Terms of Reference of the Teaching School Management Board shall be reviewed and subsequently approved by the Trust Board annually.