



THE PATHWAY ACADEMY TRUST

Registered address: c/o Culverstone Green Primary School,
Wrotham Road, Meopham, Kent DA13 0RF

Registered Company N° 9782388

Scheme of Delegation & Terms of Reference

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1. Introduction

This scheme of delegation (SoD) has been developed to clarify the responsibilities and powers of Directors, Governors and staff employed by The Pathway Academy Trust (TPAT) in respect of key aspects of the management of the trust and its schools and to ensure compliance with legal requirements.

The SoD sits alongside the Multi-Academy Trust (MAT) Financial Policies and Procedures Manual, which covers all financial delegations and the suite of policies through which the trust operates that further define individual and collective roles and responsibilities (and therefore are not repeated here).

The Chair, or, in the absence of the Chair, the Vice-Chair, has power to carry out functions of the Board or Local Governing Body (LGB) in extreme circumstances where a delay in exercising a function is likely to be seriously detrimental to the interests of the trust or school, a pupil at the school or their parents, or a person who works at the school. However, this power does not include matters relating to the alteration and closure of the school, a change of school category, approval of budget, discipline policies and admissions.

In the absence or incapacity of the Head Teacher, the delegations to the Head Teacher stand delegated to the Deputy Head Teacher or nominated senior teacher unless otherwise directed or agreed by the Local Governing Body.

Instead of exercising their delegated powers a post holder or a committee may refer the matter to the appropriate committee, Trust Board or Local Governing Body.

For the avoidance of doubt, the Board may, at its discretion, exercise any of the powers delegated by this scheme to a committee or post holder.

The governance framework of The Pathway Academy Trust is built upon the ethos of ensuring that governors govern and managers manage. This framework enables all parties to fulfil their roles and responsibilities, and provides clarity on individual and collective responsibilities, and delegated responsibilities, as outlined below. Responsibilities that have been delegated by the Board of Directors are detailed within this document.

In drawing up this scheme of delegation the Board wishes to explicitly focus on maintaining the individual character of each school, with strong and effective Local Governing Bodies working closely to support their Head Teachers.

2. Governance Framework

The Pathway Academy Trust General Principles

It is The Pathway Academy Trust's stated intention and preference that:

- The Board and Local Governing Bodies will work collaboratively and in partnership at all times.
- The Board will make decisions on matters which affect all schools in the trust.
- Local Governing Bodies and Head Teachers will have delegation of responsibility and decision making for the strategic direction, day-to-day operation and monitoring and scrutiny of the standards and performance of their schools unless there is a cause for concern.
- Local Governing Bodies should plan the strategic direction of their school in line with the Trust's overall strategy / priorities.
- The Board will put in place effective arrangements for monitoring and evaluating the performance of Local Governing Bodies and schools.
- The Board will take action, including the full or partial withdrawal of delegated authorities to individuals, groups and Local Governing Bodies should the individual, group, or Local Governing Body, fail to carry out their duties and responsibilities effectively.
- Local Governing Bodies will report regularly and frequently to the Board and will make available all relevant data and information on performance.

Governance Framework

In a Multi Academy Trust (MAT) there is only one legal entity accountable for all the schools within the Trust, i.e. the MAT. The MAT has one set of Articles which govern all of the schools in that trust. The MAT has a Master Funding Agreement with the Secretary of State. Each school also has a Supplemental Funding Agreement.

The academy trust is a charitable company and is responsible for the strategic direction of the academy and has two layers of governance: the Members of the trust and the Board of Directors.

Members

The Members are the signatories to the trust's memorandum of association and have ultimate control over the direction of the academy trust. Members have an overview of the governance arrangements of the trust and appoint and remove the Directors. They provide oversight and challenge to the Board of Directors to ensure the charitable company achieves its objectives. There should be at least three Members at all times. Employees of the trust must not be appointed as members.

Directors

The Directors, appointed by the Members, have delegated responsibility for the three core strategic functions:

- ensuring clarity of vision, ethos and strategic direction,
- holding Head Teachers to account for the educational performance of the trust's schools and their pupils, and the appraisal of staff, and

- overseeing the financial performance of the trust, including signing off the financial accounts and annual report.

A Director of an academy trust is in effect a school governor, a company director and a charity trustee and they must also ensure compliance with charity and company law and the academy trust's funding agreement.

The MAT Board of Directors can delegate to any committee, governor, head teacher or any other holder of an executive office, any of its powers or functions, subject to any prescribed restrictions imposed by them and the management of conflicts of interest.

The MAT Board can establish any committee, and the constitution, membership and proceedings of any committee is decided by the Directors. The establishment, terms of reference, constitution and membership of any committee must be reviewed annually.

The Board of Directors has the right to review and adapt its governance structure at any time, which includes removing delegation.

Chief Executive Officer (CEO) and Deputy Chief Executive Officer (DCEO)

The CEO and DCEO are appointed by the Board of Directors to manage the operation of the trust's constituent schools. They will report direct to the Board regarding the performance of all schools in the trust.

The CEO and DCEO lead the central management team of the academy trust. The CEO and DCEO will delegate executive management functions to the central team and are accountable to the Trust Board for the performance of the central management team.

Accounting Officer

The CEO has also been appointed as the trust's Accounting Officer and has overall responsibility for the financial operation of the trust. The role of Accounting Officer must not rotate. The appointment of an Accounting Officer does not remove the responsibility of Directors, both individually and as a board, for the proper conduct and financial operation of the trust.

Finance and Audit Committee (FAC)

The Finance and Audit Committee is an advisory body of the Board of Directors with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries.

The Committee shall comprise at least three directors appointed by the Board. The quorum necessary for the transaction of business shall be two directors.

Directors employed by the Trust may be members of the FAC but should not participate as members of the FAC when audit matters are discussed; however, they may remain in attendance to provide information and participate in discussions. The Accounting Officer and other relevant senior staff should routinely attend the Committee in the capacity set out directly above.

The FAC shall appoint the Committee Chair. In the absence of the Chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

Trust Business Manager (Chief Financial Officer – CFO)

The Trust Business Manager has been appointed as the CFO to manage the delivery of the trust's detailed accounting processes. This responsibility has been delegated by the Accounting Officer.

The Trust Business Manager is managed by and reports to the CEO and DCEO. The CFO will report to the Finance and Audit Committee for financial affairs and has direct access to the Board of Directors for all other aspects of business management.

Local Governing Bodies (LGBs)

Local Governing Bodies are committees of the Trust's Board and in accordance with the Trust's Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. Their members are not trustees or directors of the academy trust - unless they are also members of the Trust's Board of Directors. The Governors of a Local Governing Body can be referred to as Governors.

The LGBs are constituted as follows: a minimum of five and a maximum of ten Governors, to include a minimum of two Parent Governors, Head Teacher, and one staff governor. The Chair and Vice Chair are elected at the start of each academic year for a period of one year.

Note: For sponsored schools that have joined the Trust the appointment of Governors, the Chair and Vice Chair are made by the CEO / DCEO on behalf of the Trust Board.

It is important to remember, however, that even where responsibility is delegated to a local level, it is the academy trust, as the legal entity, (not the Local Governing Body) that is ultimately accountable, for example in terms of finance and performance, and as the employer of staff.

Head Teachers of Trust Schools

The Trust's Head Teachers are responsible for the day-to-day management of their school and are managed by the CEO and DCEO. They report to the Local Governing Body on matters which have been delegated, predominately monitoring and scrutiny of the school's standards and performance.

Trust Secretary

The Trust Secretary is appointed by the CEO on behalf of the Directors and is accountable to the Board of Directors. The Secretary is line managed by the CEO and DCEO whose responsibility it is to conduct an annual appraisal. The Secretary acts as clerk to the Trust Board and the LGB.

3. Appointments

The appointment of Members, Directors and Local Governors are made in accordance with the Articles of Association.

Members (Articles 12-18)

The number of Members has been agreed as a minimum of five.

Additional Members can be appointed by the existing Members by special resolution which can be made by a vote that achieves a 75% majority of those eligible to vote

- in a meeting; or
- by written resolution

Nomination of Members can be made by the current Members or by the Director(s).

A proposal will be circulated to the Directors seeking their agreement of a board resolution for the appointment of the nominee as a Member. The proposal would include the nominee's name and a brief outline of the reasons why they wish to become a Member and their background.

If the Board agrees the proposal a special resolution will be presented to the Members for their agreement. The Resolution will be included at the next Annual General Meeting or provided as a written resolution depending on circumstances.

If the Members agree the appointment the nominee will be asked to sign a consent form agreeing to their appointment as a Member. The consent form will be countersigned by the existing Members to confirm the appointment and date of appointment.

Directors (Articles 50-58)

All Director appointments will be based on the skills requirements identified by the Trust Board as required to contribute to the effective governance and success of the Trust.

The number of Directors has been agreed as a minimum of three and a maximum of twelve. Directors are normally appointed for a period of four years.

There is no requirement to appoint Parent Directors to the Trust Board as Local Governing Bodies have been established including Local Parent Governors.

Directors appointed by Members (Article 50)

Members can appoint up to twelve Directors. Members should consider the particular skills that a candidate can offer as this expertise should enable the Board to work more effectively.

Nomination of Directors can be made by the current Directors or by the Members.

The Members may not appoint an employee of the Trust as a Director if thereby the number of Directors who are employees of the Trust would exceed one third of the total number of Directors (including the Chief Executive Officer to the extent he or she is a Director).

Appointment of Directors is by the Members either by special resolution in a meeting or by written resolution.

Co-opted Directors (Article 58)

Co-opted Directors are appointed by the Directors (excluding existing Co-opted Directors).

Employees of the Trust cannot be appointed as a Co-opted Director if thereby the number of Directors employed by the Trust would exceed one third of the total number of Directors (including the Chief Executive Officer to the extent he or she is a Director).

The Board may choose to advertise the vacancy broadly to reach as wide an area as possible or can accept nominations from Directors. Priority should be given to candidates with particular skills if this expertise has been identified by the Board as enabling it to work more effectively and should be clearly stated when advertising the vacancy.

Where two or more names are put forward, prospective Co-opted Directors will be asked to prepare a brief statement (no more than 100 words) explaining their background and why they wish to be

appointed. These statements will be circulated to all Directors prior to the meeting at which any appointment will be considered.

The candidate(s) will be invited to the next Board meeting and may be asked to leave the meeting while their appointment is discussed.

Directors will be invited to vote by show of hands if there is a sole candidate. Where there are multiple nominations, Directors will take a vote by secret ballot, managed by the Trust Secretary. In the event of a tie, the Directors will discuss the nominations again and take a further vote.

The Trust Secretary will announce the result, with the candidate polling the most votes being duly appointed.

Local Governors (Articles 100-104)

The agreed Local Governing Body (LGB) membership is a minimum of five, maximum of ten to include:

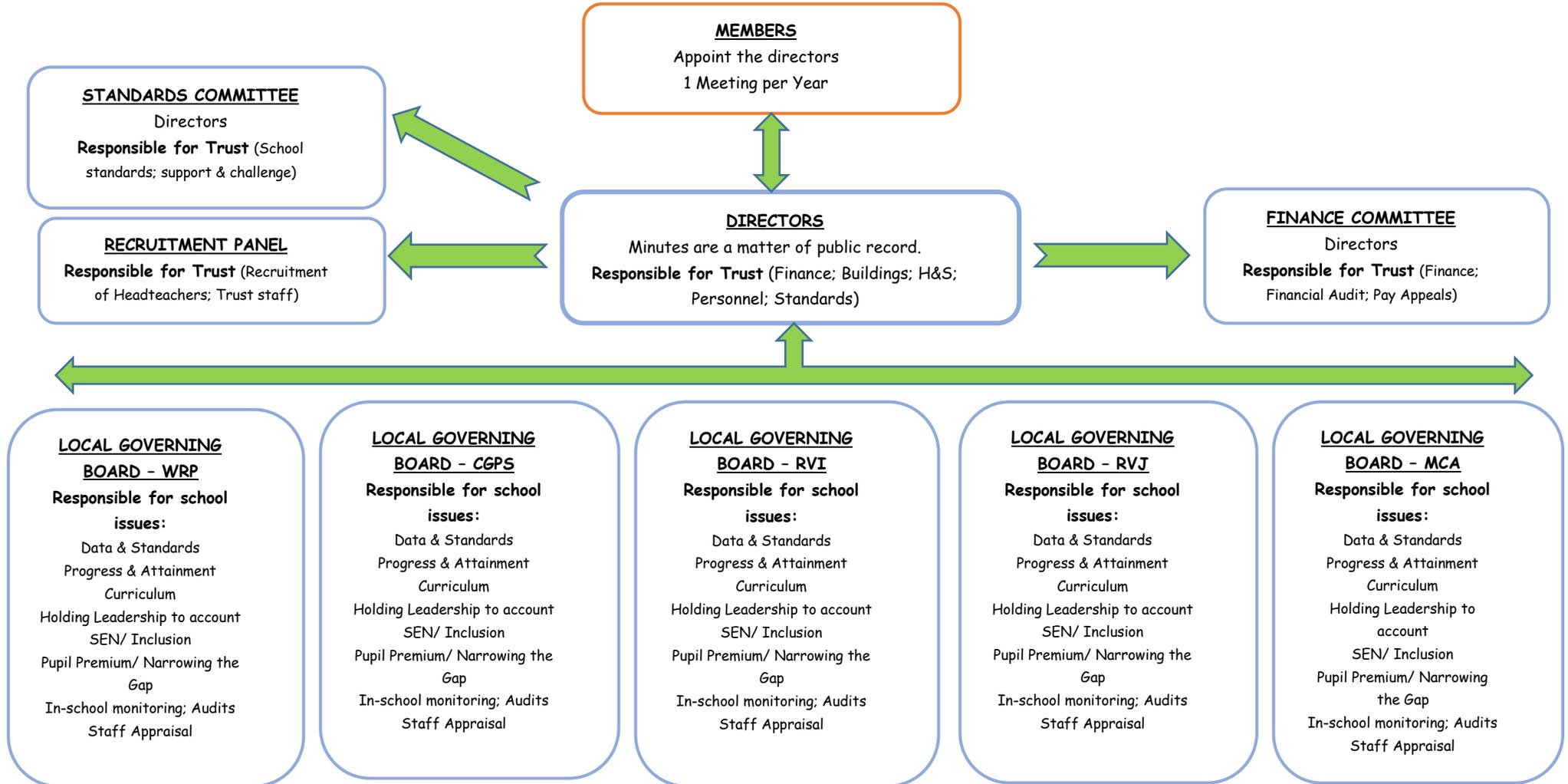
- at least two elected Parent Governors
- Head Teacher
- one staff member of the school

Appointments to the LGB should be made to provide a range of skills and experience to enable the LGB to fulfil its responsibilities under the Scheme of Delegation.

Local Governors are appointed by the procedures set out in the Trust's Standing Order.

4. Core Organisational Structure

The diagram below sets out the core structure of The Pathway Academy Trust.



Meetings

The Members will hold an Annual General Meeting (AGM) each academy financial year in addition to any other General Meetings.

The Trust Board will hold at least three meetings each academic year.

The Finance and Audit Committee will meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.

Where practical, Local Governing Bodies will meet at least two weeks in advance of the Trust Board meetings. Additional meetings may be held as required.

Reserved Matters (in relation to which Directors must not delegate any of their powers):

- to change the name of the academy or the academy trust;
- to change the Objects (which would require Charity Commission and Secretary of State consent in any event);
- to determine the educational character, mission or ethos of the trust;
- to change the structure of the Board of Directors or the constitution and terms of reference of any committee of the Board of Directors or Local Governing Bodies;
- to alter or amend the Articles of Association or the Scheme of Delegation;
- to pass a resolution to wind up the trust;
- to establish a trading company;
- to sell, purchase, mortgage or charge any land in which the trust has an interest;
- to approve the annual estimates of income and expenditure (budgets) and major projects;
- to appoint auditors and investment advisers;
- to sign off the annual accounts;
- to appoint or dismiss the CEO/DoE, the Trust Business Manager, or the Trust Secretary;
- to settle the division of executive responsibilities between the Directors on the one hand and the Head Teachers and the Trust Business Manager on the other hand and to settle the division of executive responsibilities between those individuals;
- to do any other act which the Funding Agreement expressly reserves to the Board of Directors or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it);
- to do any other act which the Articles of Association expressly reserve to the Board of Directors or to another body; or
- to do any other act which the Board of Directors determines to be a Reserved Matter from time to time.

5. Roles and Responsibilities

The Board of Directors (The Board)

Purpose

Ensure the trust's compliance with charity and company law, its Memorandum and Articles of Association, all other applicable legislation, and Department for Education (DfE) and Education and Skills Funding Agency (ESFA) requirements relating to the trust and its schools.

Ensure proper and regular use of public funds and compliance with the Funding Agreement. Ensure the trust is solvent, well run, and meets the needs of pupils and staff in its schools.

Ensure the trust acts in accordance with its constitution and powers; promote the success of the trust, and exercise sound judgement and diligence in all its affairs.

Ensure all Directors are skilled in understanding, interpreting, and comparing school performance data and are kept fully apprised of the performance of each school at all times. Ensure all Directors have the skills, knowledge, and information to assess the trust's financial performance.

Ensure the Chief Executive Officer (CEO), Deputy Chief Executive Officer (DCEO) and all senior staff have the skills, knowledge, and experience to run the trust and its individual schools and to effectively manage its financial, human, and physical resources and assets.

Terms of Reference

General	<ul style="list-style-type: none"> • To annually review the structure and delegation arrangements of the Trust Board and make recommendations for any changes. • To ensure that Head Teachers provide such reports as requested by the Trust Board (including annual reports on racial incidents) to enable it to undertake its role. • To agree the programme of work and calendar of meetings for the Trust Board and Local Governing Bodies for the school year, based on known cycles of school improvement, financial management, staffing issues and communication. • To identify skills needed to complement the skill set of the Trust Board and recruit new Directors as vacancies arise and arrange a suitable induction process and mentoring for newly appointed or elected Directors. • To audit individual and collective development needs and promote appropriate training. • To consult annually before setting an Admissions Policy. • To consider whether or not to exercise delegation of functions to individuals or committees. • To regulate the trust's procedures (where not set out in law). • To consider requests from other schools to join the trust. • To set the times of school sessions and the dates of school terms and holidays. • To ensure that the school meets for 380 sessions in a school year.
Standards	<ul style="list-style-type: none"> • The whole Trust Board will take an active role in School Self Evaluation (SEF), monitoring success in all areas against the individual School Development Plans (SDP) and investigating areas requiring improvement. • Directors should receive reports from the LGBs or individuals to whom delegation has been made to inform SEF, progress against SDP and follow up on areas of concern to track progress as part of a regular review cycle. • Ensure that the trust and individual schools do not discriminate against pupils, job applicants or staff on the basis of race, religion, gender, age, disability or sexual orientation. • Ensure that the trust has a Complaints Procedure and that parents and others know how to raise concerns and make a complaint. • Decide to offer additional activities and to what form these should take.

Finance	<ul style="list-style-type: none"> • To adhere to the trust Finance Policy and Scheme of Financial Delegation. • In conjunction with the Finance & Audit Committee, ensure financial compliance as detailed by the ESFA in the Academies Financial Handbook. To investigate and report on any financial irregularities, including whistleblowing in very serious cases. • To receive the trust's proposed annual budget from the Finance & Audit Committee, consider and recommend the acceptance / non acceptance prior to submission to the ESFA (by 31st July). This should include the level and use of contingency funds or balances. • To receive reports from the Finance & Audit Committee regarding the financial position of all schools within the trust and the central fund. • To review and approve any actions recommended by the Finance & Audit Committee. • To secure the attendance or advice of external, professional advisers as and when required. • To work within an agreed framework for procurement, so as to ensure quality, fairness and consistency. • To ensure appropriate insurance arrangements are in place across the trust. • To receive audit reports from the Finance & Audit Committee and agree a plan for implementation. • To review annually the trusts' policies on fraud and whistle-blowing.
Personnel	<ul style="list-style-type: none"> • To appoint (and remove) the Chair and Vice-Chair of the Trust Board. • To appoint (and remove) the Chief Executive Officer and Director of Education. • To hold to account the CEO and DCEO and undertake their appraisal via the Executive Leadership Performance Panel. • Appraise the Trust Secretary. • To remove the Trust Business Manager, Head Teachers / Heads of Schools and the Trust Secretary. • To determine dismissal payments or early retirement. • To agree annually an Appraisal Policy, disciplinary and capability procedures.
Pay Committee	<ul style="list-style-type: none"> • To carry out Trust Board responsibilities and to receive reports from Head Teachers. • To consider appeals against pay decisions.
Premises	<ul style="list-style-type: none"> • To develop a Buildings and Accommodation Strategy and monitor its implementation in coordination with school's rolling maintenance programmes within agreed budget limits. • To agree a Health & Safety Policy. • To monitor the LGB's Health & Safety inspection reports three times each year and approve any actions. • To monitor the implementation of the Health & Safety Policy and ensure that regulations are followed and prioritised appropriately.

Director Panels

Purpose

In line with the trust's arrangements, Director Panels are established as required to monitor, evaluate and report to the Board of Directors on the implementation and impact of the trust's measures and policies. They maintain a consistent focus on checking the effectiveness of the trust's plans and working practices, and recognise and celebrate achievement.

Terms of Reference

Panel	Role
Executive Leadership Performance Panel (ELPP)	<ul style="list-style-type: none"> To conduct an annual appraisal of the performance against the agreed objectives for the CEO and DCEO. To agree objectives based on Trust Improvement Plan priorities. To agree CEO and DCEO's pay awards based on performance. <p>Membership: Two Directors, the Chair of the relevant LGB plus an independent external advisor.</p>
Staff Discipline Panel	<p>Hearing Panel</p> <ul style="list-style-type: none"> To consider and make decisions concerning allegations / complaints about an employee, suspension or staff capabilities. <p>Appeal Panel</p> <ul style="list-style-type: none"> To review the decision. To consider any breaches of procedure. <p>Membership: Three Directors; for any incidents involving the Executive Leadership team (CEO & DCEO), at least one Member must be included on the panel.</p> <p>Any Director having a connection with either a member of staff or the incident in question which could affect their ability to act impartially should not serve on the panel.</p>
Admissions Panel	<ul style="list-style-type: none"> To review the Trust Admissions Policy. <p>Membership: Three Directors</p>
Complaints Panel	<ul style="list-style-type: none"> To ensure that the complaint has been reviewed by the appropriate Local Governing Body. To consider the manner in which the complaint was addressed. To recommend changes to the school's/trust's systems or procedures to ensure that problems of a similar nature do not recur. <p>Membership: Two members (Directors or governors as appropriate) without a direct interest in the case plus an independent person.</p>

Chief Executive Officer (CEO) and Deputy Executive Officer (DCEO)

Purpose

The CEO and DCEO have the delegated responsibility for the operation of the trust and are accountable for the performance of all schools within the trust. The CEO and DCEO manage the Head Teachers of each school, in conjunction with the Chair of the Local Governing Body.

The CEO and DCEO are responsible for the central management team of the academy trust.

Delegated Responsibilities

General	<ul style="list-style-type: none"> • Responsible for the Trust Improvement Plan and key documents, including School Development Plans. • To be proactive in risk management and mitigation for the trust. • Instigate and coordinate applications for the transfer of new schools into the trust, ensuring appropriate due diligence and risk assessments are completed and presented to the Board for consideration. • Accountable for all aspects of teaching and learning across the trust. • To ensure that the trust meets all legislative and statutory requirements, including Health and Safety, safeguarding and those required by Companies House, and the Charity Commissioners, Data protection, the Master and Supplementary Funding agreements. • To implement strategies and reputational management to ensure that the trust holds the preferred schools in the local area, which will result in achievement of recruitment targets and maintain attendance.
Finance	<ul style="list-style-type: none"> • In conjunction with the Finance & Audit Committee, ensure the long term financial sustainability by confirming that proper financial systems are established and effectively monitored, that appropriate action is recommended to address problems identified, and to ensure that the Trust Board is presented with accurate and timely financial reports. • In conjunction with the Finance & Audit Committee, review and approve annual budgets of each of the schools in the Trust to ensure that all budgetary targets are met by individual schools and efficiencies are maximised.
Personnel	<ul style="list-style-type: none"> • Appoint the Trust Business Manager, Head Teachers / Heads of School and Trust Secretary. • In conjunction with the relevant LGB, appraise the Head Teachers of all schools within the trust. • Appraise the Trust Business Manager and Trust Secretary. • Select, train, develop, empower and motivate the senior staff of the Trust. • Support Head Teachers in school recruitment and staff development.
Premises	<ul style="list-style-type: none"> • Account for large scale asset management across the estate, including the oversight of major capital projects.

Accounting Officer

Purpose

The Accounting Officer has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

The Accounting Officer must take personal responsibility (which must not be delegated) for assuring the Board that there is compliance with the handbook and the funding agreement. The Accounting Officer must advise the Board in writing if, at any time, in his or her opinion, any action or policy under consideration by them is incompatible with the terms of the articles, funding agreement or the Academies' Financial Handbook. Similarly, the Accounting Officer must advise the Board in writing if the Board appears to be failing to act where required to do so by the terms and conditions of the handbook or funding agreement. Where the Board of Directors is minded to proceed, despite the advice of the Accounting Officer, the Accounting Officer must consider the reasons the Board gives for its decision. If, after considering those reasons the Accounting Officer still considers that the action

proposed by the Board is in breach of the articles, the funding agreement or the Academies' Financial Handbook, the Accounting Officer must notify ESFA's Accounting Officer immediately, and in writing.

Delegated Responsibilities

Finance	<ul style="list-style-type: none"> • Personally responsible to Parliament, and to ESFA's Accounting Officer, for the financial resources under the trust's control. • To complete and sign a statement on regularity, propriety and compliance each year and submit this to ESFA with the audited accounts. • To demonstrate how the trust has secured value for money via the governance statement in the audited accounts. • To be accountable for the trust's financial affairs, for keeping proper financial records, and for the management of opportunities and risks.
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Finance and Audit Committee (FAC)

Purpose

The role of the FAC is to provide assurance over the suitability of, and compliance with, the trust's financial systems and operational controls.

The FAC's work must focus on providing assurances to the Board of Directors that all risks are being adequately identified and managed with particular regard to reviewing the risks to internal financial control across the trust and agreeing a programme of work to address, and provide assurance on, those risks.

The FAC must also ensure that financial management and controls, particularly the procurement of goods and services, are properly carried out in accordance with the trust's Finance Policy and Scheme of Financial Delegation. As a multi-academy trust, this oversight must extend to the financial controls at constituent schools.

Terms of Reference

General	<ul style="list-style-type: none"> • Review the trust's Finance Policy and Scheme of Financial Delegation on an annual basis and amend as necessary, ensuring that all the requirements of the Academies' Financial Handbook are met. Report amendments to the Board as required. • Effectively manage the trust's financial and physical resources and assets. Identify and take action to mitigate risk (in particular control over the spending identified in the trust's development / improvement plan). • Authorise the writing off of debts and disposal of assets in line with the trust's Scheme of Financial Delegation: ensure the trust establishes and maintains an up-to-date list of contracts and an inventory of all furniture, equipment, machinery, vehicles, and plant • Consider financial benchmarking and consider how financial performance could be improved. • To review any subsidiary trading companies, joint ventures, letting and leasing arrangements. • Receive and review the monitoring reports of all schools within the trust and the central fund. • To review and approve the trust's Charging and Remissions policy. • To review and agree the Directors' Expense Policy.
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Financial reporting	<ul style="list-style-type: none"> • Monitor the integrity of the financial statements of the trust, including its annual and half-yearly reports, interim management statements, preliminary announcements and any other formal statements relating to its financial performance. • Review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor. • Report its views to the Board where the committee is not satisfied with any aspect of the proposed financial reporting. • Review the content of the annual report and accounts as requested by the Board.
Internal controls and risk management systems	<ul style="list-style-type: none"> • Keep under review the company's internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems. • Review and approve the statements to be included in the annual report concerning internal control, risk management and the viability statement.
Compliance, whistleblowing and fraud	<ul style="list-style-type: none"> • Review the adequacy and security of the trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. • Review the trust's procedures for detecting fraud. • Review the trust's systems and controls for the prevention of bribery and receive reports on non-compliance.
Internal audit	<ul style="list-style-type: none"> • Review and approve the annual internal audit plan to ensure it is aligned to the key risks of the business, and receive regular reports on work carried out. • Carry out an annual assessment of the effectiveness of the internal audit function. • Monitor and assess the role and effectiveness of the internal audit function in the overall context of the trust's risk management system and the work of compliance, finance and the external auditor.
External audit	<ul style="list-style-type: none"> • Review the findings of the annual audit with the external auditor. • Review any representation letter(s) requested by the external auditor before they are signed by the Chair of the Board of Directors. • Review the management letter and management's response to the auditor's findings and recommendations. • Review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor's response to questions from the committee.
Reporting responsibilities	<ul style="list-style-type: none"> • Report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and how it has discharged its responsibilities. • Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. • Compile a report on its activities to be included in the company's annual report.
Other matters	<ul style="list-style-type: none"> • Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board.

Standards Committee

Purpose

The Standards Committee is an advisory body of the Board of Directors with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries. The role of the Standards Committee is to enable the HTs and LGB Chairs of each school to provide Directors with an update on the school's performance on an annual basis.

The Committee shall comprise at least three directors appointed by the Board. The quorum necessary for the transaction of business shall be two Directors.

Chairs of the Local Governing Bodies (LGBs) and Head Teachers (HTs) for each of the Trust schools will be invited to attend the Committee meetings.

The Trust Board shall appoint the Committee Chair and members. In the absence of the Chair and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

Terms of Reference

General	<ul style="list-style-type: none">• To review information and data regarding performance of the Trust schools• To be familiar with the self-evaluation form of each Trust school• To be familiar with the monitoring of achievement, progress and assessment in the Trust's schools• To provide feedback to the Trust Board on the performance of each of the Trust's schools
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Trust Business Manager (Chief Financial Officer)

Purpose

The Trust Business Manager (TBM) is responsible for the development and management of the trust's business operations.

The TBM will ensure the effective delivery of finance systems and procedures across all schools within the trust and will monitor the performance of each school against their budget plan. The TBM will report to the Finance & Audit Committee and the CEO/ DCEO any concerns they may have relating to the financial management of the trust's schools.

The TBM will manage the trust's central contracts and procure goods and services available to all schools through the contributions made to the central fund.

Delegated Responsibilities

General	<ul style="list-style-type: none">• Be responsible for all aspects of the schools' administrative functions, including admin ICT facilities, the implementation of appropriate Management Information Systems (MIS) and pupil record systems.
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Finance	<ul style="list-style-type: none"> • Responsible for the day-to-day management of financial issues, including the establishment and operation of suitable accounting systems. • Responsible for the management of the trust's financial position at strategic and operational level. • Responsible for the maintenance of effective systems of internal control. • Ensure that the annual accounts are properly presented and adequately supported by the underlying books and records of the trust. • Preparation of monthly management accounts. • Responsible for the submittal of DfE returns in line with their reporting deadlines. • Consider and make recommendations to the Board for approval at the annual general meeting, in relation to the appointment, re-appointment and removal of the company's external auditor.
Personnel	<ul style="list-style-type: none"> • Manage the recruitment, induction, training, development and appraisal of staff to ensure the delivery of a high quality and effective service • To line manage finance staff across the trust.
Premises	<ul style="list-style-type: none"> • Review Local Governing Body's detailed costing and prioritisation lists which enable the schools to plan for future development improvements within the context of their school budgets. • Review building projects to ensure they have been completed to a high standard and are compliant with regulations. • Monitor third party contracts for the trust to ensure efficiency, effectiveness and value for money and prepare any necessary documents for renewal or change of contract. • Ensure activities of all areas of the trust conform to current health and safety legislation. • Arrange and monitor health and safety training for all staff and board members.

Local Governing Bodies

Purpose

The Local Governing Body's role is to exercise leadership on behalf of the trust in the running of an individual school, to provide information to the trust on the operation and performance of the school and to exercise its responsibilities and powers in partnership with the Head Teacher, staff, and the Trust's Directors.

The Local Governing Body and the Head Teacher have delegated responsibility for the strategic direction, day-to-day leadership, management and monitoring and scrutiny of the standards and performance of the school.

Each Local Governing Body has a key role to play in the overall development and success of the trust and in contributing to joint working and sharing best practice between schools in the trust.

In line with the overall vision, strategy, ethos, and broad policy framework of the Trust, the LGB will:

- Help the school to set high standards by planning for the school's future, set the direction for each school and agree targets for improvement, monitor and evaluate its performance.
- Be a critical friend to and hold leaders to account for the pace and rate of improvement and the achievement of all pupils / students.
- Set the school's standards of conduct and values.
- Ensure sound management and administration of the school and ensure all staff have the appropriate qualifications, skills, experience, and training to carry out their duties.
- Ensure compliance with all financial, statutory and regulatory requirements.
- Help the school respond to, and meet, the needs of parents and the wider local community.

- Ensure all governors are skilled in understanding, interpreting, and comparing school performance, attendance, admissions, and exclusions data and are kept fully apprised of the performance of the school at all times.

Terms of Reference

Standards	<ul style="list-style-type: none"> • In-school monitoring of progress and attainment, SEN/Inclusion, Pupil Premium by analysis of data. • Monitor progress against priorities in the School Development Plan and against the trust's priorities. • Regularly review the vision and values of the school and ensure that these are shared with all stakeholders. • Agree and publish targets for pupil achievement. • Note all approved school trips involving an overnight stay away from home or Outdoor and Adventurous Activity (OAA) which have successfully completed all risk assessments.
Personnel	<ul style="list-style-type: none"> • To make Deputy Head Teacher appointments in conjunction with the Head Teacher. • To appoint (and remove) the Chair and Vice-Chair of the LGB (except in a sponsored school). • To dismiss, suspend and end suspensions of staff (except Head Teachers). • To determine staff complement (provided that it operates within a balanced budget). • To agree pay recommendations for teaching and support staff.
Premises	<ul style="list-style-type: none"> • To provide the Board of Directors with detailed costing and prioritisation lists to enable the school to plan for future development improvements within the context of the school budgets. • To monitor the school's rolling maintenance programme within agreed budget limits. • Ensure any building projects are completed to a high standard and are compliant with regulations. • To receive a Health & Safety inspection report three times each year and agree any actions.

LGB Panels

Purpose

In line with the trust's arrangements, LGB Panels are established as required to monitor, evaluate and report to the Local Governing Body on the implementation and impact of the school's measures and policies.

Pupil Discipline Panel	<ul style="list-style-type: none"> • To review the use of exclusion. • To decide whether or not to confirm all permanent exclusions and fixed term exclusions where the pupil is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination (can be delegated to Chair/Vice-Chair in cases of urgency). • To direct reinstatement of excluded pupils (can be delegated to Chair/Vice Chair in cases of urgency). <p>Membership: Any Governor having a connection with either a pupil or the incident in question which could affect their ability to act impartially should not serve on the panel.</p>
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Complaints Panel	<ul style="list-style-type: none"> • To consider the manner in which the complaint was addressed. • To decide on the appropriate action to be taken to resolve the complaint. • To recommend changes to the school's systems or procedures to ensure that problems of a similar nature do not recur. <p>Membership: Two members (Directors or governors as appropriate) without a direct interest in the case plus an independent person.</p>
Redundancy / Restructure Panel	<ul style="list-style-type: none"> • To consider initial restructure and redundancy decisions where it is not appropriate for the Head Teacher to perform this function <p>Membership: Not less than two members. Staff Governors should not be a member of a governor redundancy, restructure or appeal panel.</p>
Redundancy / Restructure Appeal Panel	<ul style="list-style-type: none"> • To consider appeals against decisions made by the Head Teacher or Redundancy / Restructure Panel <p>Membership: Not less than two Governors who have had no prior involvement in the matter under consideration.</p>

Trust Secretary

Purpose

The purpose of the Secretary's role is to provide advice to the Board and LGBs on governance, constitutional and procedural matters as well as providing effective administrative support. The Secretary will ensure that the Board and LGBs are properly constituted and manage information effectively in accordance with legal requirements.

All meetings of the Board of Directors and Local Governing Bodies must be clerked. If the Secretary does not attend a meeting, the Directors or Governors present at the meeting may appoint a member of the Board of Directors or LGB (but not the CEO, DCEO or a Head Teacher) to act as clerk for that meeting.

Delegated Responsibilities

General	<ul style="list-style-type: none">• To work effectively with the Chair of Directors, other Directors, Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer and the Head Teachers to support the Board of Directors and LGBs.• To ensure (in conjunction with the TBM) that the Academy complies with standard financial and legal practice and maintains standards of corporate governance and ensure that the annual report, annual returns and accounts are filed appropriately and within given deadlines.• To advise the Board of Directors and LGBs on constitutional and procedural matters, powers and duties.• To convene meetings of the Board of Directors and LGBs.• To attend meetings of the Board of Directors and LGBs and ensure that minutes are taken.• To follow up decisions and actions agreed at Board of Directors and LGB meetings and to keep track on progress.• To maintain a register of Business and other relevant interests.• To maintain a register of members of the Board of Directors and Local Governors and report vacancies to the Board of Directors.• To maintain a register of attendance and report on non-attendance to the Board of Directors.• To maintain the information required on Getting Information About Schools (GIAS) and Companies House regarding the governance of the trust and its schools.• To give and receive notices in accordance with relevant regulations.
Appointments	<ul style="list-style-type: none">• The Secretary is accountable to the Board of Directors and line managed by the CEO and DCEO, whose responsibility it is to conduct an annual appraisal.• If the Secretary does not attend a meeting, the Directors present at the meeting may appoint a member of the Board of Directors or LGB (but not the CEO, DoE or a Head Teacher) to act as clerk for that meeting.

6. Table for Delegation of Strategic Decisions

Key:	Function cannot legally be carried out at this level	✓ Action to be undertaken at this level	A Provide advice and support to those accountable for decision making							↔ Direction of advice and support
			Delegation							
Area	Decision	Members	Trust Board	CEO/DCEO	AO	FAC	TBM (CFO)	LGB	HT	
Governance Framework										
People	LGB Chairs: appoint & remove		✓	< A >				✓		
	LGB Governors: appoint		✓	< A >				✓	< A	
	LGB Governors: remove		✓	< A				< A		
	LGB Parent and Staff governors: elect							✓	< A	
	LGB Chairs: appoint & remove (Sponsored school)		✓	< A						
	LGB Governors: appoint & remove (Sponsored school)		✓	< A						
Systems and Structures	Articles: review and agree	✓	< A				< A			
	Governance structure (committees) for the trust: establish and review annually		✓				< A			
	Terms of reference for Board committees and scheme of delegation for school committees: agree annually		✓				< A			
	Skills audit: complete and recruit to fill gaps		✓	✓		✓		✓	< A	
	Annual self-review of trust board, committees, chair's performance and Directors' contributions: complete annually		✓							
	Annual self-review of LGB: complete annually							✓		
	Annual schedule of business for trust board: agree		✓	< A			< A			
Annual schedule of business for LGBs: agree		✓	A >					< A		

Area	Decision	Delegation							
		Members	Trust Board	CEO/DCEO	AO	FAC	TBM (CFO)	LGB	HT
Reporting									
Reporting	Publication on trust and schools' websites of all required details on governance: ensure		✓				< A >	✓	
	Annual report on the performance of the trust; submit to members and publish		✓	✓				< A	< A
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		✓		✓	✓	✓		
	Annual report; work of LGB: submit to trust board and publish							✓	< A
Being Strategic									
Being Strategic	Trust-wide policies and objectives which reflect the trust's ethos and values: determine and approve		✓	✓			< A		
	School-level policies and objectives which reflect the schools' ethos and values: determine and approve			A >			A >	✓	< A
	Central spend/top slice: agree		✓		✓	✓	✓		
	Management of risk: establish register, review and monitor		✓	✓	✓	✓	✓	✓	✓
	Engagement with stakeholders	✓	✓	✓	✓	✓	✓	✓	✓
Holding to Account	Appraisal of the CEO and DCEO: undertake		✓						
	Appraisal of Head Teachers: undertake			✓				✓	
	LGB overall performance monitoring: agree arrangements		✓	< A					

Area	Decision	Delegation							
		Members	Trust Board	CEO/DCEO	AO	FAC	TBM (CFO)	LGB	HT
Ensuring Financial Probity									
Ensuring Financial Probity	Appoint Chief Financial Officer for delivery of trust's detailed accounting processes		✓	< A	< A	< A			
	Trust's scheme of financial delegation: establish and review		✓		✓	✓	✓		
	All processes work to the standards of the Academies Financial Handbook: ensure		✓		✓	✓	✓		
	External auditors' report: receive and respond		✓	< A	< A	✓	✓		
	CEO and DCEO pay award: agree		✓				< A		
	Head Teacher pay award: agree			✓				✓	
	Staff appraisal procedure and pay progression: review and agree		✓	✓		< A	< A	✓	
	Benchmarking and value for money: ensure robustness		✓		< A	✓	✓	✓	
	Large-scale asset and capital management projects across the estate: account for		✓		✓	✓	✓		
	Investment Policy for managing, controlling and tracking financial exposure and ensuring value for money: approve		✓		✓	✓	✓		
Investments and Investment Policy: review					✓	✓			