

Scheme of Delegation

Introduction

Middlesex Learning Partnership (“the Trust”) operates MLP group of Academies. It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission.

The Objects are:-

- a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing “the Academies” offering a broad and balanced curriculum, and
- b. to promote for the benefit of the inhabitants of Middlesex and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has

1. Members, the equivalent of shareholders in a commercial limited company, and
2. Trustees who are the directors of the company and who together comprise the Trust Board (“TB”) and who report and are accountable to the Members. The TB has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual academies to committees known as Local Governing Bodies (“LGB”) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) have delegated responsibility for the day to day operation of the Trust and each academy has a Headteacher (“HT”) or Head of School (“HoS”) who reports to CEO and has delegated responsibility for the operational activities of the individual academy. As the Trust grows it may be that the role of Executive Headteacher (“EHT”) will be created.

An LGB may, but need not, have Trustees as members. LGBs will usually appoint their own members but the TB can also appoint LGB members with full voting rights. In addition, the TB may appoint additional members of other committees on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless a majority of those attending the meeting at which the vote is taken are Trustees. This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate.

Appendix One provides details of the delegations to committees (terms of reference) and senior staff. Appendix two provides the detailed delegations to show the delegation process for a range of decisions and Appendix Three sets out the general requirements in relation to calling and attending meetings and voting.

Summary of Roles

A Multi-Academy Trust has a structure which is new to education. At each level there are specific accountabilities and functions which combine to form the leadership of the Trust. This summary outlines the key differences in these roles.

MEMBERS	TRUSTEES	CEO	BOARD COMMITTEES	LGBs	HEADS OF SCHOOLS
Guardians of the governance of the Trust	Strategic oversight, setting vision and policies for the Trust	Responsible for leading the development and delivery of the Trust's strategy	Oversight of: - Standards - Finances - Operations	Oversight of running of the academies in terms of learning, standards, safety and wellbeing	Provide professional leadership for the academy and secure its success and improvement
Appointing Trustees to the Board	Hold CEO accountable for educational and financial outcomes	Ultimate responsibility for all day-to-day management decisions and for implementing the Trust's operational plan	Report to Board	Holding local academy leadership to account for academic performance, quality of care and provision	Ensuring high quality education for all its pupils and good standards of learning and achievement
Acting as ambassadors for the Trust	Ensuring appropriate governance and decision making	Accounting Officer for Trust with financial responsibility	Make recommendations to board		Provide leadership and management of the academy and its staff
Removing Trustees	Ensuring compliance with all regulatory requirements				
High-level monitoring of the overall effectiveness of the Trust	Oversight of finances and effective use of funds				
To approve changes to Articles of Association	Setting appropriate targets and holding executive to account				
To approve changes to Articles of Association	Promote the success of the Trust				
To receive annual accounts of the Trust					
MONITORS/RECEIVES REPORTS FROM: Trustees	REPORTS TO: Members MONITORS/RECEIVES REPORTS FROM: Committees/CEO/CFO and LGBs	REPORTS TO: Trustees/Committees MONITORS/RECEIVES REPORTS FROM: Executive Team & Principals	REPORTS TO: Trustees MONITORS/RECEIVES REPORTS FROM: CEO, Executive Team & LGBs	REPORTS TO: Trustees/Committees MONITORS/RECEIVES REPORTS FROM: Principals	REPORTS TO: CEO MONITORS/RECEIVES REPORTS FROM: Academy SLT

APPENDIX ONE

Roles in detail

Members

The Members have overall nominal responsibility for the Trust but they exercise their functions through the TB. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.

The main powers and duties of the Members in broad terms are:

1. To appoint and remove Trustees
2. To maintain the Membership and to appoint Members
3. To approve any proposed changes to the Articles of Association
4. To receive the annual accounts of the Trust
5. Appointment of external auditors

Trustees

The Trustees are the directors of the trust and are appointed on the basis of their skills and experience. They are the company directors and their duties are to:

1. act within their powers;
2. promote the success of the company;
3. exercise independent judgment;
4. exercise reasonable care, skill and diligence;
5. avoid conflicts of interest;
6. not to accept benefits from third parties; and
7. declare any interest in proposed transactions or arrangements

Appendix Three sets out the Nolan Principles of public life and what is required of Trustees and members of LGBs in relation to conflicts of interest.

Trust Board

The TB focuses on the three core functions of governance:

1. Ensuring clarity of vision, and setting ethos and strategic direction;
2. Holding the CEO to account for the educational performance of the academies and their pupils, and the performance management of staff; and
3. Overseeing the financial performance of the Trust and making sure its money is well spent.

Composition of the Trust Board:

- Up to 9 Trustees appointed by the Members
- the CEO
- any Trustees co-opted by those Trustees who are not themselves co-opted Trustees
- Elected Parent Trustees (if any) as determined by the Members In certain circumstances

Quorum: One-third of the total number of Trustees in post or three if higher.

Meetings: Six times a year or as required.

Trust Board Terms of Reference:

1. Deciding upon major strategic and legal aspects of the Trust such as:

- The vision and strategic direction of the Trust and setting the Trust objectives.
- The general strategic approach to the growth of the Trust: establishing a new academy and discontinuing or merging existing ones.
- Adopting the strategic plan for the Trust which will include individual strategic plans for each academy.
- Disposal of land otherwise than for operational letting or hire purposes.

2. Governance:

- Recommending to Members amendments to the Articles of Association.
- Recommending to Members the appointment of Trustees.
- Co-opting additional Trustees including conducting skills audits as required.
- Determining each year the Scheme of Delegation including terms of reference and membership of all committees.

3. Financial:

- Approving the annual budgets and accounts of the Trust.
- Determine the investment policy.
- Approving the overall budget for the Trust and arrangements for devolution to each academy.
- Procurement requiring the publication of OJEU advertisements.
- Approve contracts over the value of £200,001.
- Determine the Trust Pay Policy.

4. Monitoring:

- all aspects of the performance of the academies in relation to Ofsted gradings
- all aspects of safeguarding including British Values and the operation of the Prevent strategy
- all equality aspects including the Public Sector Equality Duty
- all aspects of readiness of inspection
- compliance with statutory and regulatory requirements
- approval of all policies that the Trust by law is required to maintain. A schedule of policies is maintained by the Trust and shows where detailed consideration of each takes place and the review frequency. Policies are reviewed in line with DfE and legislative requirements. If no requirement is stipulated then policies are reviewed as and when changes occur or at least every three years in the event of no changes.

5. Oversight of LGBs:

- Can appoint LGB members.
- Remove LGB members and Chairs in appropriate circumstances.
- Challenge and support the work of the LGBs.
- Oversee LGBs' application of policies and procedures and compliance with the Scheme of Delegation.

6. Other:

- Appoint internal auditors.
- Receive, review and challenge outcomes on achievements and progression to ensure alignment with the strategic direction of the MAT.
- Determining admission arrangements for each academy and monitoring compliance with the Admissions Code
- Dealing with formal complaints against the TB in accordance with the Trust complaints policy
- Overall accountability for Health and Safety, Safeguarding and Data Protection
- Ensuring that all Trustees are appropriately trained
- Performance management of CEO/EHT and determine remuneration package for CEO/EHT.
- Disciplinary, capability and grievance aspects relating to CEO, EHT
- , CFO and HT/HoS

Appointment and removal of:

- CEO

Participation in, under the leadership of the CEO/EHT, the appointment of:

- EHT (if appointed)
- CFO
- HT
- HoS
- Clerk

Chair's Emergency Powers

The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any academy within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or LGB in the time necessary to protect such interests

Delegated Responsibilities

All decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

Finance, Audit and Risk Committee

Composition: This is a committee of the TB and the membership is determined by the TB. The Committee shall have a minimum of three and a maximum of six members.

Quorum: The quorum is determined by the TB. The quorum shall be three members of which a majority must be Trustees. Employees of the Trust do not count towards quorum for consideration of audit items.

Meetings: Normally five each year.

Finance, Audit and Risk Committee Terms of Reference

The TB has delegated to the FAR Committee the following areas of responsibility:

1. Finance:

- Ensure compliance with the Academies' Financial Handbook.
- Recommend to the TB the Annual Financial Statements and consider the financial assurance reports and auditor's report.
- Recommend to the TB the Trust Financial Scheme of Delegation and Financial Regulations.
- Review and approve any contracts, leases and financial transactions where required by the Finance Scheme of Delegation or the Academies Handbook.
- Agree the annual budgets for each school and the Trust and approval of their designated usage including consideration of:
 - The extent to which funds are retained for central services not directly related to individual academies
 - The allocation of central funds for the purposes of each individual academy, which will be based mainly but not solely on pupil numbers
 - The allocation of funds to each individual academy to be applied at the discretion of the HT, but in line with benchmarks provided by the Trust
- Agree the three-year budget forecasts for each academy and the Trust.
- Monitor delivery of short and long-term financial plans for both revenue and capital spend and ensure the Trust remains solvent.
- Review the monthly financial performance of each academy and the Trust, specifically approving any proposed overspend against agree surplus/deficit.
- Develop and agree the capital investment strategy.
- Monitoring IT, premises and facilities management arrangements (including PFI) to ensure they are effective and provide value for money.
- Monitoring the use of the pupil premium and other earmarked or dedicated funds.
- Monitoring the procurement processes to ensure it is effective and provides value for money.
- Monitoring the marketing strategy to ensure it is effective and provides value for money.

2. Audit:

- Monitor the effectiveness of external auditors and financial assurance arrangements and produce an annual report for Members and TB on the appointment, reappointment, dismissal and remuneration of the external auditors.
- Agree with the external auditor the nature and scope of the audit, and discuss with the external auditor any issues arising from the audit (in the absence of the management where necessary).
- Keep under review the effectiveness of internal control systems, and in particular review the external auditor's management letter and the management's response.
- Ensure internal controls and systems are adequate and effective in order to manage financial risk.
- Consider internal audit reports and discuss any issues with the internal auditor (in the absence of the management where necessary).
- Review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors.

3. Risk management:

- Ensure the Trust has effective arrangements for the identification and management of present and future risks to its effective and continued operations.
- Develop and keep under review risk management and measurement strategies across the Trust.
- Consider the Trust's risk profile relative to current and future Trust strategy.
- Receive and review risk management and relevant regulatory information and reports

4. Other

- Consider all complaints and whistle blowing allegations about the financial management of the Trust.
- Review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.
- Detailed consideration of those policies within its remit.

Human Resources and Pay Committee

Composition: This is a committee of the TB and the membership is determined by the TB. The Committee shall have a minimum of three and a maximum of six members. Unless they are members, the CEO, Heads of School and HR Manager will attend by invitation.

Quorum: The quorum is determined by the TB. The quorum shall be three members of which a majority must be Trustees. For consideration of pay recommendations, the quorum shall be three Trustees of which a majority must not be employees of the Trust.

Meetings: At least once a year or as often as is needed to fulfil its responsibilities.

Human Resources and Pay Committee Terms of Reference

The TB has delegated to the Human Resources and Pay Committee the following areas of responsibility:

1. Human Resources policy and monitoring:
 - Ensure compliance with employment law including detailed consideration of HR policies within its remit.
 - Monitor the operation of the Trust's grievance and disciplinary procedures.
2. Pay recommendations:
 - Make recommendations to the TB in respect of the Trust Pay Policy.
 - Review and approve recommendations for Assistant Head level up to Head of School salary progression.
 - Review and approve recommendations for Teaching Staff salary progression.
 - Review and approve recommendations for early retirement packages.
 - Review and approve recommendations for settlement agreements.
 - Review and approve recommendations for contract adjustments for Senior Staff.
 - Review and approve the development of a benefits scheme as and when required to meet the changing needs of the Trust.
 - Approval of adjustments to non-contractual pay and benefits when required.
 - Monitor the performance management process.
 - Managing pay appeals as provided under the Trust Pay Policy.

CEO

Provide strategic and operational leadership of the Trust.

1. Responsible for the internal organisation management and control of each of the academies and specifically:
 - Development of Trust-wide strategies and strategies for individual academies for Trust Board approval
 - Creating the conditions for each academy to achieve outstanding outcomes for all students
 - Preparing each academy for Ofsted and the aim to produce excellent education in each academy across the Trust

- Development and dissemination of Trust vision values and mission
 - Developing a growth strategy and Trust wide marketing strategy
 - Responsible for developing external links with key decision makers eg RSC and DFE
 - Developing a recruitment and retention strategy which is applicable Trust wide
 - To recognize areas of underperformance and address these in a timely and appropriate manner
 - Ensuring that the CFO delivers financial security for the Trust and that Trust benchmarks are achieved
 - Determining and implementing curriculum provision and assessment
 - Staff appointments not reserved to the TB – which may be delegated to HT or HoS in relation to staff employed to work only at a designated academy
 - Performance management (including progression) of all staff, including EHT, CFO, HT and HoS.
 - Authorisation of posts for recruitment in all academies
 - Disciplinary, capability and grievance aspects relating to all staff below HT or HoS level
 - Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement
 - Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion
2. Reporting to each meeting of the TB.

CFO

1. Provide financial leadership of the Trust.
2. Secure financial probity and value for money including compliance with the Academies Financial Handbook.
3. Prepare and maintain the Trust's Financial Manual.
4. Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual academies and determining sums to be delegated to each LGB for local spending, for Trust Board approval.
5. Monitoring the management of budget shares by HT.
6. Managing the budget share of individual academies where this is not delegated to an HT.
7. Reporting to each meeting of the Finance, Audit and Risk Committee.

HT/HoS

1. Dissemination and promotion of the Trust's mission vision and value
2. Internal organization management and control of the academy
3. Management of the budget share allocated to the academy by the TB
4. Managing resources in line with the benchmarks of the Trust
5. Staff appointments as delegated and authorised by the CEO

Local Governing Body

There is a single LGB to cover both primary academies (Belmore and William Byrd) and a separate LGB for the secondary academy (Barnhill).

Composition: This is a committee of the TB. LGBs will usually appoint their own members but the TB can also appoint LGB members with full voting rights. The Primary LGB shall have up to thirteen governors and the Barnhill LGB shall have up to ten governors. The total number of governors per LGB may be exceeded so long as there are at least 50% Co-opted Governors. The membership must include at least 50% Co-opted Governors and two elected Parent Governors (normally one per school for the Primary LGB), one Staff Governor (normally one per school for the Primary LGB), and the Head(s) of School (ex officio).

Quorum: One half of current membership rounded up to next whole number (not including vacancies).

Meetings: At least one per term.

Local Governing Body Terms of Reference

The TB has delegated to the Local Governing Body the following areas of responsibility:

1. Reporting to the TB on the overall performance of the academy.
2. Monitoring of educational outcomes in the academy including all aspects of the curriculum and curriculum delivery.
3. Monitoring student issues including behaviour and exclusions.
4. Monitoring all aspects of readiness of inspection.
5. Monitoring all aspects of safeguarding, including British Values and the operation of the Prevent strategy SEN, equality including the Public Sector Equality duty and student welfare.
6. Dealing with the regulatory requirements of Admissions and Exclusions through designated committees of the LGB.
7. Liaising with the Trust Board, CEO and CFO on all aspects of policy setting as they may respectively require.
8. Monitoring the annual spend of any part of the Trust budget delegated to be managed by the academy.
9. Dealing with formal complaints against the academy in accordance with the Trust complaints policy.
10. Appointment of LGB members including arranging election of elected members of the LGB in accordance with the Articles of Association.

Governors' Admissions Committee of the LGB

Composition: The membership is determined by the TB in accordance with statutory requirements. The Clerk will convene a Panel of a minimum of three LGB members other than employees of the Trust.

Quorum: Two for decisions on individual applications.

Meetings: In accordance with statutory requirements

Governors' Admissions Committee of the LGB Terms of Reference

1. Consider and decide upon individual applications for a place at the academy.

Governors' Discipline Committee of the LGB

Composition: The membership is determined by the TB in accordance with statutory requirements. The Clerk will convene a Panel of (usually) three LGB members other than employees of the Trust. Meetings may proceed with two governors on the panel if there is no likelihood of convening a panel of three governors within

a reasonable timescale. In the interests of justice, if a panel comprising two governors cannot agree their decision, the status quo will prevail (ie. the child will be reinstated) on the basis that the balance of probability test has not been passed.

The Panel may comprise members from either LGB and in some circumstances members may be drawn from Governing Bodies outside of the Trust.

Quorum: Two governors

Meetings: In accordance with statutory requirements

Governors' Discipline Committee of the LGB Terms of Reference

1. To consider any parental representations made in relation to any pupil exclusion of five days or fewer in one term.
2. To consider any parental representations made in relation to any pupil exclusion of more than five but not more than fifteen days in one term.
3. To meet to review the following, whether or not the parents make representations or exercise the right to attend:
 - permanent exclusions
 - fixed period exclusions individually or in aggregate in excess of fifteen days in one term
 - exclusions where the pupil would miss a public examination/national curriculum test

APPENDIX TWO

This scheme of delegation sets out the MAT's approach to delegations between the different layers of governance and leadership within the trust. It is divided into four sections.

- Strategy and leadership
- Education and curriculum
- Financial
- HR and operations

This scheme of delegation has been prepared using the RASCI responsibility matrix. In the table below, the letters used have the corresponding messages.

R		Means Responsible . The individual/group that has responsibility for undertaking or completing the task delegated to them and reporting on its delivery at suitable intervals. In the case of the CEO, this reporting will be at board level. In the case of the principal/head, this will be at Academy LGB level.
A		Means Accountable . The individual/group that has the ultimate or final responsibility for ensuring completion of the task. This will include determining how the MAT and/or academies (as appropriate) should undertake the task, including determining appropriate milestones and targets to be reported against.
S		Means Support . The individual/group who should provide support during the implementation of the task.
C		Means Consult . The individual/group that should be consulted as part of the process of the completing the task because they can provide valuable advice and/or input.
I		Means Inform . The individual/group that should be kept up-to-date about the progress of the task and/or the decisions in the task.

STRATEGY AND LEADERSHIP	Trustees	CEO	LGB	Principal/Head
Set strategic objectives of the Trust	R / A	S	/ I	C / I
Set strategic objectives of the academies	A	S	R	S
Develop the character, mission and ethos of the Trust	A	S	C / S	C / S
Develop the character, mission and ethos of the academies	A	S	C / S	C
Scrutiny: performance – review and challenge progress of the Trust against its strategic objectives and KPIs	A	R	C	S
Scrutiny: ethos – operation of the Trust and academies against the agreed character, mission and ethos	A	R	C	S
Compliance: funding agreement – comply with all obligations including the Academies Financial Handbook	A	R	S	S
Compliance: regulatory – with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety)	A	R	S	S
Compliance: financial oversight – ensuring there are appropriate financial controls so that there is regularity, probity and value for money in relation to the management of public funds	A	S	S	S
Compliance – completing the register of trustees’ business interests and put in place a procedure to deal with any conflicts of interest and connected party transactions	A	S		

STRATEGY AND LEADERSHIP	Trustees	CEO	CFO	LGB	Principal/Head
MAT risk register	A	S	R	S	S
Appointments of trustees – ensuring processes in place for appointment of trustees (including ensuring that the trustees have the skills to run the Trust)	A / R	S			
Appointment and removal of governors – ensuring processes in place for appointment of governors (including ensuring that the governors have the skills to run the academies)	A / C / R	S		A / R	S
Register of interests	A / R			A / R	
Appointment of clerk – Board and LGB	A / R	S			
Appointment of clerk – Governors	A / R	S			
Policies – review and approval of Trust wide policies (including admissions, DBS, charging and remissions policies, health and safety and safeguarding)	A	R		A / R	S
Prepare terms of reference for LGBs and committees	A	R		C	C
Training programme for trustees	A	R		R	
Training programme for governors	A	R		R	S

STRATEGY AND LEADERSHIP	Trustees	CEO	CFO	LGB	Principal/Head
Academy development plan – for each academy in line with strategic aims of the Trust	A	R		C	S
Key performance indicators – setting and reviewing performance of the Trust and the academies	A	R		C	I
Quality of teaching – ensuring appropriate levels of support, challenge and intervention to support delivery of education outcomes	A	R		C	R
Curriculum – setting the curriculum for the academies and reviewing its effectiveness	A	R		C	S
Pupil Premium – reviewing and challenging the value for money/ROI of the pupil premium in terms of educational outcomes and narrowing the achievement gap	A	R		C	R
Collective worship arrangements for schools without religious character	C	C		C	R

EDUCATION AND CURRICULUM	Trustees	CEO	CFO	LGB	Principal/Head
Set admissions policy	A / R	S		I	I
Admission decisions	C	I		R	S
Review – considering and evaluating performance of the academies by: <ul style="list-style-type: none"> Reviewing progress against agreed KPIs Holding each academy's leadership to account for academic performance, quality of care and quality of provision Monitoring the overall effectiveness and efficiency of leadership and management at the academies Receiving reports on the quality of teaching and learning and making recommendations to the Board 	A	S		R	S
Self-evaluation – carrying out the self-evaluation process to identify areas for improvement with regard to outcomes and success criteria	A	C		S	R
Review priorities – considering the aims and priorities for raising standards of achievement in each of the academies' strategic plans	A	C		S	R
Report – termly to Board on performance	A	R		R	S
Student issues (including attendance, exclusions, punctuality and disciplinary matters for each academy)	C	C		A	R
Academy hours – setting the opening and closing times for the academies	A	S		C	R
Term dates and length of school day	A	S		S	R

EDUCATION AND CURRICULUM	Trustees	CEO	CFO	LGB	Principal/Head
School lunch – ensure they meet appropriate nutritional standards		S		A	R
Provision of free school meals to those meeting criteria		S		A	R
Safeguarding – including ensuring each academy has appointed a designated safeguarding lead, ensuring compliance with statutory guidance and maintenance of single central record	A	S		R	S
Stakeholder engagement <ul style="list-style-type: none"> Promoting partnership working between parents/carers and the academies to promote high standards of attendance, behaviour and learning by students Undertaking consultation with students, parents/carers and other stakeholders as part of a programme of regular self-evaluation by the academies to assess its performance against its stated aims and objectives Ensuring that such feedback is used to support the development of best practice and to promote the quality of the overall student experience 	A	S		R	S
Ofsted inspections Trust support <ul style="list-style-type: none"> Board will liaise with Ofsted where MAT is inspected and will assist with an academy inspection CEO will ensure Trust is prepared for inspection and manage the process from a Trust perspective where the impact of the Trust is under review CEO will support LGBs and principals/headteachers for individual academy inspections 	A	R		S	S

FINANCIAL	Trustees	CEO	CFO	LGB	Principal/Head
Ofsted inspections: academies	A	S		R	R
Appointment of the audit and risk committee	A / R		S		
Appointment of the accounting officer and chief financial officer	A / R	A / R			
Recommend appointment of external auditors to the members	A		R		
Appointment of the internal auditors	A		R		
Approve annual accounts	A / R	S	S		
Scheme of financial delegation and financial policies – establishing policies and procedures to ensure compliance with the Trust’s financial and reporting requirements	A	S	R	C	S
Bank accounts – authorising the establishment of bank accounts and approve bank mandates in the name of the Trust	A	S	R		
Funding model – agreeing a funding model across the Trust and develop an individual funding model for the academies to secure the Trust’s financial health in the short and long term	A	R	S	C	S
Trust annual budget – formulating and setting the Trust wide budget	A	R	S	C	S

FINANCIAL	Trustees	CEO	CFO	LGB	Principal/Head
Academy annual budgets – formulating and determining the proportion of the overall budget to be delegated to each academy (including uses of contingency funds/balances)	A	R	S	C	S
Expenditure and ensuring delivery of annual budgets	A	R	S	S	S
Investments – agreeing the investment policy in line with the academies financial handbook and scheme of financial delegation	A	R	S		

HR AND OPERATIONS	Trustees	CEO	CFO	LGB	Principal/Head
Appointing the CEO	A / R				
Appointing the principals at each academy	A	R		C	
Appointing of cross-Trust staff (in line with recruitment policy)	A	R		C	
Appointing academy SLT (excluding principal/head)		S		A	R
Appointing academy staff (excluding SLT and principal/head)				A	R
Establishing Trust wide HR policies (including recruitment, discipline, capability, grievance and absence policies) in accordance with appropriate regulations	A	R	S	C	
Setting appraisal performance management policy together with pay reviews (in line with the Trust's pay policy and all statutory regulations)	A	R	S	C	S
Setting terms and conditions of employment and staff handbook	A	R	S	C	S
Dismissing CEO (in accordance with the Trust disciplinary and capability policies)	A / R				
Dismissing cross-Trust staff (in accordance with the Trust disciplinary and capability policies)	I	A / R		C	
Dismissing headteachers (in accordance with the Trust disciplinary and capability policies)	I	A / R		S	
Dismissing all other staff (in accordance with the Trust disciplinary and capability policies)		C	S	A	R

HR AND OPERATIONS	Trustees		CEO	CFO	LGB	Principal/Head
Reviewing discipline and grievance policy	A /	R	S	S	I	I
Setting Trust wide procurement policies (for suppliers including auditors, HR and payroll providers and solicitors) in accordance with the funding agreement, Academies Financial Handbook and the Trust's procurement policy	C		C	A / R	I	I
Setting academy specific procurement policies – in accordance with the funding agreement, Academies Financial Handbook and the Trust's procurement policy	C		C	A / R	I	I
Determining and allocating central services provided to the academies by the Trust	A		R	S	I	I
Overseeing the effectiveness of services provided centrally by the Trust	A		R	S	C	C
Asset and premises maintenance strategy – determining use of academies' premises and ensuring premises are adequately maintained	S		S	A / R	C	I
Acquiring and disposing of Trust land	A		R	S	C	
Changing use of assets	A		R	S	C	
Media and PR – overseeing public relations activities to project the activities of the Trust and the academies to the wider community	A		R	S	S	S
Information management – including adopting and following policies for information security and compliance with FoI and data protection legislation and maintaining accurate staff and student records	A		R	S	S	S

HR AND OPERATIONS	Trustees	CEO	CFO	LGB	Principal/Head
Setting academy specific procurement policies – in accordance with the funding agreement, Academies Financial Handbook and the Trust’s procurement policy	A	I	R		I
Enter into contracts – up to limit of delegation set out in scheme of financial delegation	A	R	S	S	I
Arranging Trust insurance/access to risk protection arrangement (RPA)	A	I	R		
Academy prospectus			S	A	R
Trust prospectus and website	A	R	S		

APPENDIX THREE

Provisions relating to meetings and voting

The Articles of Association set out how the Trust is governed. Article 101 gives the Trustees power to determine the constitution, membership and proceedings of any committee, and to review these at least every twelve months. The Trustees have agreed the key provisions relating to meetings and voting:

Convening and minuting meetings

- Meetings of Members, Trustees and Governors are convened by the Clerk.
- An agenda and accompanying reports is circulated before the meeting (in accordance with the timescales given below) and the meeting is minuted.

Remote participation in Member and Trustee meetings

- Under the Articles, a meeting of Members or Trustees can be convened with people taking part remotely via video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation and telephone conferencing. Members may also “attend” Members’ meetings by giving another person a proxy vote but Trustees and LGB members cannot do this.
- A resolution of the Members/Trustees that all Members/Trustees agree with can be passed by getting each Member/Trustee to sign a copy of the resolution and without having to hold a physical meeting – you can have several copies as long as, in total, every Member/Trustee has signed.
- There is no provision for making decisions by email or by separate telephone conversations.

Conflicts of interest – Trustees and Governors

- Trustees and Governors must complete an annual Register of Interests form and update it with any in-year changes. The Register is maintained by the Clerk.
- Whether or not an interest has been recorded on the Register of Interests, a Trustee/Governor must declare any relevant interests at a meeting and will be required to withdraw from a discussion where they:
 - Stand to gain financially from a matter under consideration.
 - Have a personal interest in a matter under discussion.
 - Are a relative of a student, parent or employee being discussed.
- (See also Appendix Three – Conflicts of Interest and the Nolan Principles)

Meetings of Members

- Members must hold an Annual General Meeting each year. The Trustees decide when and where the meeting is to take place and the Trustees may also call a General Meeting if required. This would normally be to decide on the appointment or removal of Trustees or the amendment of the Articles. The Trustees must call a General Meeting if the Members require them to do so.
- Fourteen clear days’ notice must be given or shorter notice can be given if agreed to by a majority of Members having at least 90% of the right to attend and vote. That means that unless there are 10 Members, a meeting can only be called on short notice if all agree.
- The notice of the meeting must state time and place of the meeting and should indicate in general terms what business is to be discussed. It should also state the right to appoint a proxy.
- There must be a quorum present of two people entitled to vote upon the business to be transacted. Although all Trustees are entitled to attend and speak at any Members’ meeting they are not entitled to vote and therefore those Trustees who are not also Members do not count in the quorum.
- The Members present appoint the Chair of the meeting. There is no formal position of Chair of the Members.

Meetings of Trustees (TB and Committees)

- The minimum number of meetings is specified in the Terms of Reference (pages 3-10 above).
- The TB/Committee will annually elect from among their number a Chair and Vice-Chair.
- In the absence of both Chair and Vice-Chair, the TB/Committee will elect from among its number to chair the meeting.
- The Chair (or Vice-Chair in the absence of the Chair) and any three Trustees may require the Clerk to convene a meeting at any time and the Clerk must convene it as soon as reasonably practicable.
- Seven (or fourteen where specified in the Articles) clear days' notice, together with the agenda, must be given of meetings. The Chair (or Vice-Chair in the absence of the Chair) can direct shorter notice on the grounds of urgency.
- For any vote there must be a quorum present as specified in the Terms of Reference.
- Each member present is entitled to vote and in the event of a tied vote the Chair shall have a second and casting vote.

Meetings of Governors (LGB)

- Each LGB must meet at least three times in each school year.
- Each LGB will annually elect from among their number a Chair and Vice-Chair. An employee of the academy cannot be Chair or Vice-Chair. In the absence of both Chair and Vice-Chair, the LGB will elect from among its number to chair the meeting.
- If both Chair and Vice-Chair resign a special meeting will be held within fourteen days to elect their successors.
- Any three LGB members may require the Clerk to convene a meeting at any time and the Clerk must convene it as soon as reasonably practicable.
- Seven clear days' notice, together with the agenda, must be given of meetings.
- There must be a quorum present of one half of current membership (rounded up to the next whole number and not including vacancies). If a meeting is or becomes inquorate no decision can be made and any items may be placed on the next meeting agenda.
- Any governor who does not attend a meeting or send apologies for six months will be automatically removed from the LGB. Apologies sent after a meeting are not valid.
- Decisions are made by a majority vote by show of hands. In the event of a tied vote, the Chair has a second and casting vote.
- The quorum required for a vote to remove a Governor or to remove the Chair is two-thirds of those present and entitled to vote.
- Meetings will be limited to a maximum of two hours with the exception of Governors Days.
- Non-confidential minutes will be made available for public inspection on request to the Clerk.
- The Chair, or in their absence Vice-Chair, may make urgent decisions between meetings provided delaying the decision would be seriously detrimental and a meeting could not be convened in sufficient time to deal with the matter. Any urgent actions must be reported to the next meeting.

APPENDIX THREE

Conflicts of Interest and the Nolan Principles

Conflicts of Interest

Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles provide:-

“Any [Trustee] who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a [Trustee] shall disclose that fact to the [Trustees] as soon as he becomes aware of it. A [Trustee] must absent himself from any discussions of the [Trustees] in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).”

A “Personal Financial Interest” is defined in Articles 6.5 to 6.8A and is widely drafted to include companies in which the Trustee has an interest as well as interests of family members and those with whom the Trustee has business or other close relationships.

The Nolan Principles

All Trustees and those with delegated responsibility are required to observe the Nolan Principles which are:-

1. Selflessness
Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
2. Integrity
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
3. Objectivity
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. Accountability
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. Openness
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. Honesty
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. Leadership
Holders of public office should promote and support these principles by leadership and example.