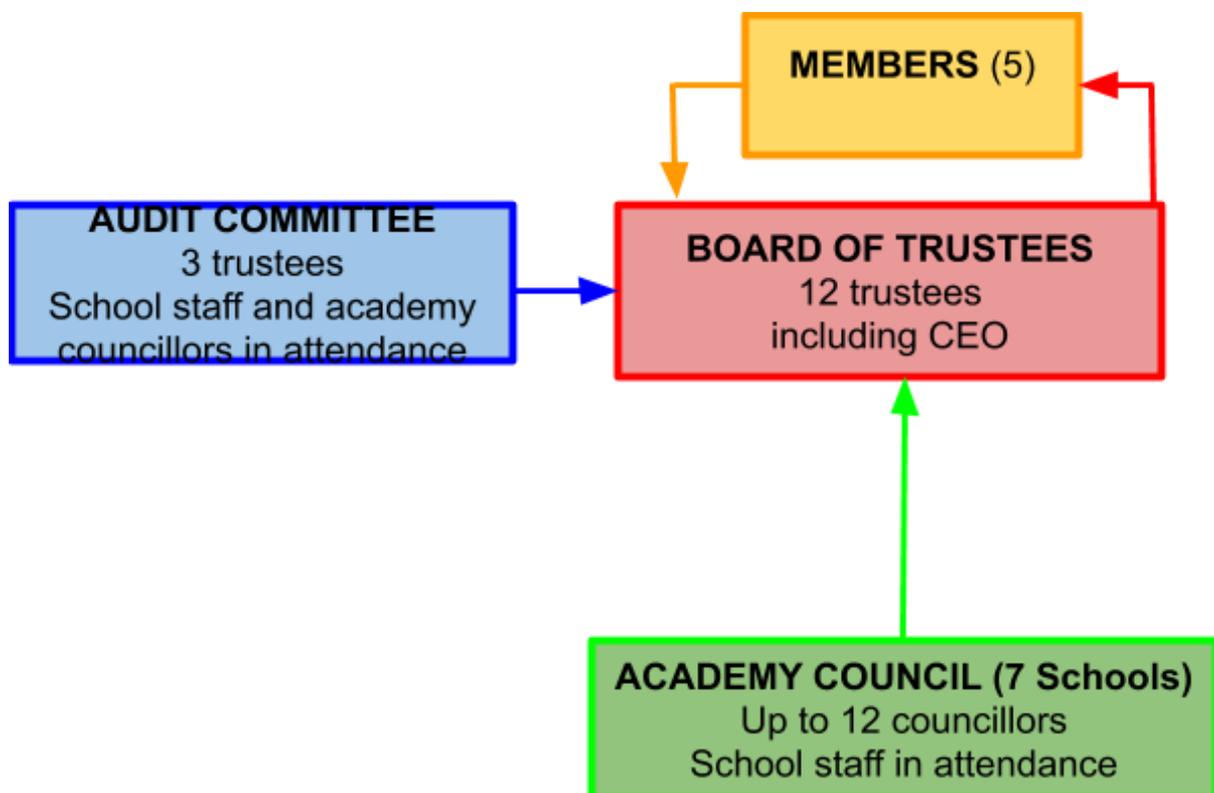


Terms of Reference and Scheme of Delegation

The Trustees and Members have resolved to delegate certain of their powers in respect of the Learning Trust to ensure the good governance of the schools at a local level. It is important that schools have a degree of independence where necessary, work collaboratively where appropriate and that the Learning Trust at times makes decisions as a single organisation.

This document explains the ways in which Trustees fulfil their responsibilities and are accountable for the leadership and management of the Learning Trust, the respective roles and responsibilities of the Board and its Committees, Academy Councils, the Chief Executive Officer, the Chief Finance Officer, the Company Secretary and the commitments to each other to ensure the success of the Learning Trust.

Governance Structure



Members

Membership - 5, **Quorum** - 4,

Term of Office - no limitation

Purpose of the Members

The Members of the Learning Trust have a different status to Trustees, they have ultimate responsibility for oversight of the Learning Trust. Originally they were the signatories to the memorandum of association and agreed the Learning Trust's first articles of association (a document which outlines the governance structure and how the Learning Trust operates). The articles of association also describe how Members are recruited and replaced, and how many of the Trustees the Members can appoint to the Learning Trust Board. The Members appoint Trustees to ensure that the Learning Trust's charitable objectives are carried out and so they are able to remove Trustees if they fail to fulfil this responsibility. The details of how appointments are made and meeting quorums are set out in a local members agreement. Accordingly, the Learning Trust board submits an annual report on the performance of the Learning Trust to the Members. The Members are required to hold an Annual General Meeting to approve this report from the board as well as the annual accounts and reports from auditors, whom they must appoint annually. Members will meet at least once more per year to review progress. Members are also responsible for approving any amendments made to the Learning Trust Articles of Association. While Members are permitted to be appointed as Trustees, in order to retain a degree of separation of powers between the Members and the Learning Trust board, and in line with DfE expectations, not all Members are Trustees. Members are not permitted to be employees of the Learning Trust. Two Members will be representatives of the Church of England to reflect the Mixed MAT status of the Trust.

Responsibilities -

- Appoint and replace Members
- Hold an annual general meeting
- Appoint Trustees
- Remove Trustees
- Appoint external auditors
- Receive and approve year end accounts, board reports and audit reports

Board

Membership - 12, **Quorum** - $\frac{1}{3}$ of membership, **Term of Office** - 4 Years

The Chair and Vice Chair of the Board will be elected on a bi-annual basis at the first meeting in the autumn term. No Trustee employed by the Learning Trust will act as Chair or Vice Chair. In the absence of the Chair and Vice Chair, the Board will elect a temporary replacement from among the Trustees who are present at the meeting. The quorum is one third of the number of Trustees in post.

Purpose of the Board of Trustees

The Board of Trustees has three core functions:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding the CEO and the Headteachers of the schools in the Learning Trust to account for the educational performance of the school and all their students, safeguarding, and the performance management of all staff; and
- Overseeing the financial performance of the Learning Trust and making sure its money is well spent.

The Board is accountable for all of the schools within the Learning Trust but it has delegated the responsibility for certain governance functions to the Academy Council of each school in the Learning Trust, as set out in the scheme of delegation. It has also delegated internal and external audit activities to the Audit Committee.

Responsibilities -

A. General and ongoing

- To agree constitutional matters, including procedures where the Board of Trustees has discretion within the Articles and Funding Agreement
- To hold at least three Board Meetings a year
- To appoint or remove the Chair and Vice Chair
- To appoint or remove a Clerk and/or Company Secretary to the Board
- To establish the committees of the Board and their terms of reference and receive reports and recommendations from them and make decisions on such matters
- To receive and, if appropriate, approve the annual report and accounts
- To appoint the Chair of any committee, including Academy Councils (*if not delegated to the committee itself*)
- To appoint or remove a Clerk to each committee
- To appoint or remove a Academy Councillors
- To suspend a Trustee
- To recommend the removal of a Trustee to Members

- To decide which functions of the Board will be delegated to committees, groups and individuals - and to set this out in the Learning Trust's Scheme of Delegation
- To review the delegation arrangements annually
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Board is necessary
- To set up and monitor a register of Trustees' and Academy Councillors' interests
- To consider whether to set up a Trustees' Expenses Scheme, and if one is set up to monitor it
- When required, to form an appointment panel for the senior post of Headteacher
- To consider matters relating to the Learning Trust's operation, including statutory requirements and establish the relevant policies
- To oversee arrangements for individual Trustees to take a leading role in specific areas of provision linked to the strategic plan
- To have oversight of the Teaching School plan, budget and performance
- Consider proposals for schools and/or departments to establish new programmes of study, amend existing programmes of study and withdraw existing programmes of study.
- Ensure that recommendations relating to educational provision in reports of periodic reviews and accreditation exercises by professional, statutory and regulatory bodies (including OFSTED) are appropriately addressed
- To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Learning Trust, and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Board
- Annual financial reporting to all involved in governance

B. Time specific activities

Evaluate the Trust-wide assurances on the following areas in order to be able to inform future actions and funding decisions:

- Parental, staff and student views on learning, teaching and assessment
- Outcomes from the monitoring of the quality and standards of provision in relation to learning, teaching, behaviour and assessment at all key stages
- Safeguarding arrangements
- Self evaluation and school improvement planning procedures
- Admission and induction of students
- Student progression and transition
- Information, advice and guidance (IAG)
- Employability and skills development, and the career destinations, of students
- Contact with alumni to keep up to date on Higher Education and employment experiences

- Enrichment opportunities for students including placement learning, both student exchanges and work-based placements (where students are offered such learning opportunities)
- Collaborative partnerships with other schools and institutions
- The recruitment process and the induction of staff into the Learning Trust
- Continuing professional development of staff and the impact that training has across the schools

Decisions

- To consider and approve the Strategic Plan each year
- To review and, if necessary, amend the Admissions policy
- To approve the first formal budget plan of the financial year
- To set and publish targets following recommendations from the Academy Councils
- To review the policy and provision for collective worship, including the right to be consulted by the CEO about arrangements for collective worship
- To receive and approve the School Improvement Plans for each school following discussion at Academy Council level
- To consider and approve Capital Expenditure Plans
- To consider plans including any provision for a reduction in staffing in any schools within the Learning Trust. Should this be carried forward, to convene a special working party, avoiding the directors named in the Appeals Committee
- To publish proposals to change to the category of a school
- To set the times of school sessions and the dates of school terms, ensuring that the schools meet for 380 sessions in the school year
- To make any determination to dismiss any member of staff (*unless delegated to the CEO or Headteacher*)
- To make any decisions under the Board personnel procedures e.g. disciplinary, grievance, capability where the CEO is the subject of the action
- To make any decisions relating to any member of staff other than the CEO, under the Board personnel procedures (*unless delegated to the CEO or Headteacher*)

Audit Committee

Membership - 3, **Quorum** - 2, **Term of Office** - 4 Years

The Chair of the Audit Committee cannot be the Chair of the Board and there must be at least one externally appointed audit specialist to guide the work of the committee and attend the meetings. Trustees attending must be in the majority. There will be 4 meetings per annum.

The quorum necessary for the transaction of business at a Committee meeting shall be two members (with Trustees being in the majority), present in person or by audio or video conference. If there is difficulty in achieving a quorum, independent Trustees, who are not members of the Committee, may be co-opted as members for individual meetings.

Purpose of the Audit Committee

The Audit Committee is responsible for ensuring the integrity of all Learning Trust systems, process and procedures. As part of a wider programme of internal scrutiny, the Audit Committee provides independent assurance to the board that its financial and other controls, and risk management procedures are operating effectively. It will have an annual programme of work and can identify investigations into any area of the Learning Trust. It will prioritise this work based on significance of the impact and likelihood of occurrence of perceived or identified risks.

Responsibilities

Effectiveness of Internal Control

- evaluating the suitability of, and the level of compliance with, financial and other controls
- To review the Accounting Officer's statement on regularity, propriety and compliance prior to its inclusion in the Trust's annual report
- To ensure that all significant losses have been properly investigated and reported as appropriate
- To oversee the Learning Trust's policy on fraud and irregularity
- To monitor the implementation of agreed audit-based recommendations
- To monitor annually the effectiveness of the internal and external audit services and to promote coordination between the two
- To monitor the Learning Trust's arrangements to secure value for money
 - ensuring all categories of risk of being adequately identified reported and managed.
-

Governance

- To oversee the Learning Trust's corporate governance arrangements including the code of practice for Trustees and code of conduct for senior staff
- offering advice and insight to the board on how to address weaknesses in financial and other controls

Risk Management

- To oversee the Learning Trust's arrangements on risk management
- To provide assurance to the Board that all categories of risk of being adequately identified reported and managed

Internal Audit

- To advise the Board on the appointment and remuneration of the internal audit service

- To consider and advise the Board on the audit needs assessment and the strategic and the annual audit plans for the internal audit service
- To consider and advise the Board on internal audit reports and management's response
- To review the annual report from the internal auditor, which should include an opinion on the degree of assurance that can be placed on the internal control

External Audit

- To review the audit aspects of the draft annual financial statements
- To advise the Board on the appointment and remuneration of external auditors and the scope of their work
- To guide the external auditor on the nature and scope of the audit as necessary
- To discuss with the external auditors any problems and reservations arising from the audits and management responses
- To consider and advise the Board on external audit reports and management letters

Other

- To receive and review relevant reports relating to audit such as those prepared by the National Audit Office, Education Funding Agency, etc

Reporting

- The minutes of meetings of the Committee must be submitted to the Board.
- To prepare an annual report for submission to the Board on the work of the committee including an opinion on the effectiveness of the arrangements for and assurance over risk management, governance and internal control

Academy Councils

Membership - maximum of 12, **Quorum** - $\frac{1}{3}$ of membership, **Term of Office** - 4 Years

Council membership -

- 2 elected by the parents of the school,
- 1 member of staff elected by the staff body,
- the remainder appointed by the Board (If a school has a supporting Foundation then the Foundation can nominate 1 councillor for Board approval)
- Headteacher will attend.

In respect of church schools, foundation councillors nominated by the Diocese or Parochial Church Council (as agreed in relation to each school as appropriate) must always outnumber the other councillors by 2 where the school was previously voluntarily aided (and make up to 25% of the academy council for schools who were previously voluntary controlled) and will include an ex-officio

foundation councillor agreed by the Newcastle Diocesan Education Board (Refer to Scheme of Delegation, Annex 1)

Purpose of the Academy Councils

The Learning Trust Board establishes an Academy Council for each school in the Learning Trust and is responsible for the following functions:

- The appointment of the Academy Council Chairs;
- The appointment, suspension and removal Academy Councillors;
- ensure appropriate representation of parents and Trust staff on each Academy Council; and
- determine their delegated powers, based upon the strength of the school, using a system of earned autonomy as set out in the Educational Improvement Policy.

The Academy Councils of Church schools will have some Academy Councillors nominated by the Diocese and/or local parochial church Council. However, no Diocese nominees will sit on the Academy Councils of non-church schools.

Typically, an Academy Council will:

- Set and review the ethos and direction for the school within the framework of the Learning Trust's Strategic Plan
- Set and review the School Improvement Plan in line with the Learning Trust's Strategic Plan
- Act as a critical friend for the school and the Head
- Receive reports on curriculum developments, the academic performance of the school and monitor the School Improvement Plan
- Oversee Safeguarding at the school
- Monitor Health and Safety across the school and contribute to the risk register as appropriate
- Support the Head with a number of delegated statutory duties, e.g pupil exclusions
- Recommend capital improvement programmes for consideration by the Board
- Engage with stakeholders and receive reports on their views of the school
- Build an understanding of how the school is led and managed
- Monitor whether the school is:
 - Working within agreed policies
 - Is meeting the agreed targets
- Monitor how the school is managing its budgets and resourcing effectively within the Trust allocated funding
- Attend Learning Trust Strategy meetings (3 per annum) to develop planning across the Learning Trust and share school priorities, plans and achievements
- Report to the Board through the cycle of scheduled meetings and activities

As a committee of the Board, delegation can be removed at any time. Where a school is underperforming and a concern to the Board, membership of the Council will reflect the need for greater support and scrutiny.

Responsibilities

- Hold a quorate meeting once every half term and provide accurate minutes and assurances to the Board in the agreed format
- Carry out the tasks detailed in the Learning Trust Business Rhythm document
- Follow all applicable Learning Trust policies and the governance Code of Conduct
- Follow all agreed school policies
- At each meeting consider, communicate and manage any conflicts of interest in line with the Learning Trust policy
- Develop and communicate the school ethos and values, within the overall Learning Trust ethos and values, and regularly monitor staff, student and parental engagement with them
- Support and challenge the School Improvement Plan and other reports from the Head concerning the performance of the school(s) and provide an opinion to the Board on the effectiveness of school performance
- Support and challenge the school budget, staffing allocation, buildings maintenance planning and other resources allocation and provide an opinion to the Board on sufficiency of resources to achieve the school Improvement plan
- Monitor and manage risks to the school and provide an opinion to the Board on these risks
- Be responsible for the appointment of all staff except for the Headteacher who is appointed by the Board in consultation with the Academy Council
- Recommend a broad and balanced curriculum to the Board for approval
- Develop the use of the school premises by third parties in line with the Learning Trust lettings policy
- In respect of Church Schools, liaise with the Diocese as necessary to ensure that the ethos of the School is maintained

Other Committees

The Board will need to convene other committees on a temporary basis from time to time. They will have a specific and time limited purpose.

Hearing Body

Membership - 3, **Quorum** - 3, **Term of Office** - term of the committee

Purpose

To consider process and circumstances relating to a procedure or policy of the Learning Trust; to hear relevant person; and/or to make decisions on relevant matters.

Responsibilities

Responsibilities of a hearing body may include , but are not limited to:

- determinations to dismiss any member of staff (*unless delegated to the CEO/Headteacher*)
- decisions under the Board of Trustees' personnel policy e.g. disciplinary, grievance, capability where the CEO/ Headteacher is the subject of the action*
- decisions relating to any member of staff other than a Headteacher, under the Trust Board's personnel policy (*unless delegated to the CEO/Headteacher*)

Appeals Committee

Membership - 3, **Quorum** - 3, **Term of Office** - term of the committee

Membership must be independent of the Hearing Body.

Purpose

Following an appeal against a Hearing Body decision, to consider process and circumstances relating to the decision of the Hearing Body.

Responsibilities

- To consider any appeal against a decision to dismiss a member of staff made by the Hearing Body, the CEO or the Headteacher*
- To consider any appeal against a decision short of dismissal under the Board of Trustees' personnel procedures e.g. disciplinary, grievance, capability*
- To consider any appeal against selection for dismissal/redundancy

Performance Management Committee (Board)

Performance Management Committee (Academy Council)

Membership - 3, **Quorum** - 2, **Term of Office** - term of the committee

Purpose

Board - To review the performance of the CEO.

Academy Council - To review the performance of the Headteacher.

Responsibilities (Board)

- To arrange to meet with the External Adviser to discuss the CEO performance targets
- To decide, with the support of the External Adviser, whether the targets have been met and to set new targets annually
- To monitor through the year the performance of the CEO against the targets
- To make recommendations to the Board in respect of awards for the successful meeting of targets set

Responsibilities (Academy Council)

- To arrange to meet with the CEO to discuss the Headteacher performance targets
- To decide, with the support of the CEO, whether the targets have been met and to set new targets annually
- To monitor through the year the performance of the Headteacher against the targets
- To make recommendations to the Board in respect of awards for the successful meeting of targets set

Scheme of Delegation

This scheme of delegation is to:

- Ensure the role of the Members, Chair and Trustees and Academy Councillors is fully understood across the MAT
- Ensure that the role of the executive leadership is fully understood throughout the MAT
- Ensure the executive leadership is clear about which decisions remain in the control of the Learning Trust Board
- Identify responsibility for strategic planning at all levels across the MAT
- Promote a culture of honesty and with clear lines of accountability
- Identify responsibility for the appointment and performance management of the CEO and Headteachers
- Identify responsibility for policy and practice in each School
- Identify responsibility for oversight of each School's budget
- Identify responsibility for assessment of risk in each School
- Identify responsibility for oversight of educational performance in each School

As the Learning Trust matures and grows the workings of the MAT, both in terms of governance and management are likely to change. The SoD should be reviewed annually, with revisions made as the context changes, if necessary

each year. This is not a failure, but recognition of the need to be responsive to changing circumstances and to adapt accordingly. It is, however, important to ensure that all involved in governance are made aware of any changes and what these mean in practice.

Function	No	Tasks	MAT Trust Board	CEO	CFO	Academy council	Head
Procurement	1	To approve Trust wide procurement policies	X				
	2	To identify additional services to be procured on behalf of the Academy			X		
	3	To ensure centrally procured services provide value for money	X				
	4	To ensure locally procured services provide value for money				X	
Leadership	5	To ensure that an approved appraisal policy is in place	X				
	6	To secure the statutory appraisal of the CEO To secure the statutory appraisal of the Headteacher	X (for CEO)			X (for HT)	
	7	To secure the statutory appraisal of other staff, and recommend to the Board				X	
	8	To review annually the Appraisal Policy		X			
Financial	9	To develop and propose the individual Academy budget			X		
	10	To approve the first formal budget plan each financial year	X				
	11	To approve the annual MAT business plan each financial year	X				
	12	To plan and manage monthly expenditure and financial reports,			X		

		and identify actual or potential items of budget overspend/underspend					
13		To monitor monthly expenditure and financial reports, and identify actual or potential items of budget overspend/underspend			X		
14		To approve any amount to be transferred between budget headings and/or likely budget overspends	X				
15		To approve Trust wide financial policies and procedures	X				
16		To establish and approve a procedure to deal with any conflicts of interest and connected party transactions	X				
17		To establish financial decision levels and limits	X				
18		To approve a charging and remissions policy for the School				X	
20		To enter into additional contracts which exceed the agreed annual budget allocation	X				
21		To make payments within agreed financial limits			X		
22		To collect income due to the School			X		
23		To maintain proper financial records for the School			X		
24		To monitor the corporate risk register	X				
25		To manage corporate risk register			X		
26		To approve MAT investment policy	X				
27		To authorise acquisition of assets	X				

	28	To authorise disposal of assets	X				
	29	To approve changing use of assets	X				
	30	To recommend the appoint auditors for Members approval	X				
	31	To prepare accounts for the Academy			X		
	32	To approve annual accounts	X				
	33	To monitor compliance with approved Financial Procedures	X				
	34	To decide how to apply pupil premium monies					X
	35	To monitor use of pupil premium monies				X	
Staffing & HR	36	Pre-recruitment checks					X
	37	To appoint a CEO	X				
	38	To appoint a Head Teacher (through a selection panel)	X				
	39	To appoint a teacher (through a selection panel). AC may delegate this to the Headteacher				X	
	40	To appoint a Business Manager (in consultation with the HT)			X		
	41	To appoint associate staff					X
	42	To approve the Trust Pay Policy	X				
	43	To receive and consider pay recommendations for Central Services staff	X				
	44	To receive and consider pay recommendations for School staff				X	
	45	Establishing disciplinary/capability procedures	X				
46	Dismissal of CEO	X					

	47	Dismissal of Head Teacher	X				
	48	Dismissal of other staff unless delegated by CEO to Headteacher		X			
	49	Suspension of Head Teacher	X				
	50	Suspension of other staff unless delegated by CEO to Headteacher		X			
	51	Ending of suspension of Head Teacher	X				
	52	Ending of Suspension of other Staff unless delegated by CEO to Headteacher		X			
	53	Determining Staff complement within agreed budget					X
	54	Determining dismissal payments/early retirement	X				
	55	Conduct Headteacher Appraisal		X			
	56	Conduct Staff Appraisals					X
	57	Formulation of Employment Policies and Staff Handbook		X			
	58	Approval of Employment Policies and Staff Handbook	X				
	59	Management of staff disputes unless delegated by CEO to Headteacher		X			
Education & Curriculum	60	Freedom to opt out of national curriculum	X				
	61	To approve curriculum policy	X				
	62	To implement curriculum policy					X
	63	Responsible for the quality of teaching					X
	64	Accountability for the quality of teaching	X				

65	Responsibility for individual child's education					X
66	Accountability for individual child's education.	X				
67	Ensure provision of sex education including ensuring establishment of written policy					X
68	To prohibit political indoctrination and ensuring the balanced treatment of political issues					X
69	Assemble data for pupil assessment and other returns					X
70	Deliver Post-Inspection action plan					X
71	To propose targets for pupil achievement					X
72	To approve targets for pupil achievement				X	
73	To approve a behaviour policy				X	
74	To monitor behaviour policy					X
75	To review the use of exclusion at a Trust level 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)	X				
76	To receive exclusion information for both permanent and fixed term exclusions, and to monitor the use of exclusion within the school				X	
77	To direct reinstatement of excluded pupils (Can be delegated	X				

		to chair/vice-chair in cases of urgency)					
	78	Approve the Strategic Plan (Board) and the School Improvement Plan (AC)	X				
	79	Approve the School Improvement Plan				X	
	80	Review of termly school educational data reports				X	
Admissions	81	Setting/amending an admissions policy	X				
	82	Admissions: application decisions	X				
	83	If appropriate to appeal against LA directions to admit pupil(s)	X				
Religious Education	84	Responsibility for ensuring provision of RE				X	
Collective Worship	85	To ensure that all pupils take part in a daily act of collective worship					X
Premises	86	Ensure adequate buildings insurance and public liability for academy	X				
	87	Developing Academy buildings and facilities estate long term strategy or master plan			X		
	88	Maintaining buildings, including developing properly funded maintenance plan			X		
	89	To approve a health and safety policy	X				
	90	To ensure that health and safety regulations are followed					X
	91	To ensure adequate premises security			X		
	92	Premises management			X		

Operational	93	To set the times of school sessions and the dates of school terms and holidays	X				
	94	To ensure that the school meets the statutory requirement for [380] sessions in a school year	X				
	95	To prepare and publish the school prospectus					X
	96	To ensure provision of free school meals to those pupils meeting the criteria				X	
	97	Adoption and review of home-school agreements					X
	98	To establish processes for appointment of Trustees and Academy Councillors	X				
	99	To appoint and remove the clerk to the Academy Councils	X				
	100	To appoint the chair of the Academy Councils	X				
	101	To remove the chair of the Academy Council	X				
	102	To appoint the vice-chair of the Academy Council				X	
	103	To dismiss the vice-chair of the Academy Council				X	
	104	To appoint and remove the clerk to Trust Board	X				
	105	To complete and hold a register of business interests for Trustees	X				
	106	To complete and hold a register of business interests for Academy Councils				X	
107	To determine the development needs of Trustees and Academy	X					

		Councillors and put in place an appropriate programme					
108		To approve a safeguarding policy in line with statutory requirements and best practice.	X				
109		To implement the agreed safeguarding policy.					X
110		Maintain accurate and effective and secure pupil records.					X
111		Maintain accurate and effective and secure employee records.			X		
112		Comply with all Data Protection legislation and good practice.	X				
113		To determine, on an annual basis, those policies which will be developed by the MAT and are mandatory for all MAT Academies		X			
114		To review and approve policies in accordance with an appropriate policy review schedule and ensure they meet statutory requirements for the Learning Trust	X				
115		To approve the Learning Trust Complaints Policy	X				