

# 2018 -2019

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Potential in Everyone Academy Trust  
CEO – David Whitehead



# Scheme of Delegation

September 2018

<b>Committee</b>	Board of Directors
<b>Approved on</b>	1 September 2018
<b>New Review date</b>	1 September 2020

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## Glossary

AFH – Academies Financial Handbook  
AO – Accounting Officer  
CEO – Chief Executive Officer  
CFO – Chief Financial Officer  
DBed – Diocesan Board of Education  
DfE – Department for Education  
ESFA – Education and Skills Funding Agency  
HT - Headteacher  
LGB – Local Governing Body  
SDP – School Development Plan  
SEF – Self Evaluation Form  
SIAMS – Statutory Inspection for Anglican and Methodist Schools  
TFM – Trust Finance Manager  
TLT – Trust Leadership Team

Because Directors are bound by both charity and company law, the terms 'Directors' and 'Trustees' are often used interchangeably. Potential in Everyone Academy Trust uses the term "Director" to match Education and Funding Skills Agency and Department for Education practice.

## 1. Roles and responsibilities

The Trust manages its affairs in accordance with the high standards detailed in 'Guidance on Codes of Practice for Board Members of Public Bodies' and in line with the seven key principles of public life –

### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. Holders should not take decisions for personal, family or friends financial or material gain

### **Integrity**

Holders of public office should not place themselves under any financial or other obligations to outside individuals or organisations that might influence them in their performance or their official duties

### **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 merits.

### **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.

### **Openness**

Holders of public office should be as open as possible about all decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interests clearly demands.

### **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 interests.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

## 2. Introduction

This document (the "Scheme of Delegation") has been written by the Directors of Potential in Everyone Academy Trust in exercise of the powers conferred on them by Articles 105 and 137 of the Memorandum and Articles of Association of the Trust. The Scheme of Delegation should be read in conjunction with the Articles.

The Potential in Everyone Academy Trust currently operates Bredgar CE Primary, Borden CE Primary, Minterne Junior School and The Oaks Infant School. This Scheme is applicable to any school which joins the Trust in the future.

The Trust is a charitable company (a company limited by guarantee and an exempt charity) which exists for the provision of education. It has five Members, three of which are appointed by The Church of England Diocese of Canterbury, who have an overview of the governance arrangements of the Trust and have the power to appoint Directors and remove these Directors.

The Directors are responsible for, and oversee, the management and administration of the Trust and its schools. The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education provided by the Trust and they are required to have systems in place through which they can assure themselves of quality, safety and good practice. The Directors are also accountable to the Members.

To discharge these responsibilities, the Master Funding Agreement entered into between the Trust and the Secretary of State on 27 July 2017 enables the Directors to establish a Local Governing Body (LGB) for each school. The LGB is established provide information to the Board of Directors on the functioning of the relevant school.

All involved in the governance of the Trust adhere to the current recommended guidance and spirit of both the DfE publications 'Governance Handbook' and 'A Competency Framework for Governance'.

The Board of Directors is equally responsible and accountable for the performance of all the schools within the Trust. It has three core functions:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent.

Decision making may be delegated to both Committees and LGBs by the Board of Directors. The Trust begins with the principle that all schools will have a LGB to which a wide range of decisions are delegated. Those are laid out in this Scheme of Delegation.

The Board of Directors has the power to suspend someone (excluding ex-officio roles) who acts in a way that is contrary to the Trust's ethos and has brought or is likely to bring the organisation, the board or their role into disrepute. This Scheme of Delegation will be reviewed annually by the Board of Directors considering any changes to the 'musts' in the current version of the Academies Financial Handbook.

### Religious Designations

Where a school is designated with a Church of England religious character, it must be conducted in accordance with the principles, practices and tenets of the Church of England both generally and particularly in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education (DBed).

Neither the Board of Directors nor the LGB can make any alteration to the religious character of the school or the conduct of the school as a Church of England School without the written consent of the DBed.

The Board of Directors are accountable to the DBed where a school is a Church of England school under the provisions of the Diocesan Boards of Education Measure 1991 and to the Directors (as defined in the Articles) to ensure that the school is conducted as a Church of England School

### Delegation of functions

A multi academy Trust's Board of Directors is accountable in law for all decisions about its schools. However, this does not mean that the Board of Directors is required to make all the decisions. While the Board of Directors cannot ever delegate its accountability, it can delegate some of the detailed scrutiny, oversight and decision making. Many decisions are delegated to LGBs, to the CEO and to the Trust committees. A chart showing the governance structure is at Appendix 1a. This Scheme of Delegation demonstrates how this is established. The legal structure into which

the Trust operates, provides that the LGBs, the Committees and the CEO have the necessary authority to act on the Board of Directors behalf.

As further schools join the Trust, existing local governors will transfer to the new structure as agreed by the Trust's Board of Directors of who retain the right to appoint and remove governors from LGBs if they do not meet the expected standard of governance.

Where LGBs need to appoint new governors, the Board of Directors, in consultation with LGBs ratify all new local governor appointments.

The Board of Directors retains the right to reduce decision making powers of LGBs. A decision to remove delegated authority from a LGB will be exceptional.

Factors which may influence the Board of Directors decision about the level of delegation to each LGB may include (but not exhaustively):

- School performance (including in-year data, end of year data, performance tables, outcomes of monitoring activity and data dashboards)
- A recent Ofsted (including SIAMs for Church schools) report
- Financial and administrative performance
- Leadership and governance capacity and capability
- Safeguarding and wellbeing concerns
- Health and safety issues

In any individual situation, following an initial period of support, the Board of Directors may determine the level of delegation. A specific schedule is set for the circumstances of the school concerned in the form of an action plan, with the aim of returning in time to full delegation.

## **Scheme of Delegation grid**

The schedule attached to this scheme as Appendix 3 demonstrates the typical approach to delegation – with the arrangement for all Trust schools. Where delegation to the LGB is significantly reduced due to underperformance, some or most of these delegations may be removed.

## **Financial Accountability**

The Trust Accounting Officer is accountable to the Board of Directors via the Trust Finance and Staffing Committee for the overall financial outturns at the end of the year.

The Trust Finance and Staffing Committee makes recommendations to the Board of Directors on annual budget share to be allocated to each school, following deduction of contribution to central costs. This is based on information supplied to it by Chief Financial Officer (CFO) and Trust Finance Manager (TFM).

The Board of Directors decides on the annual budget share to be allocated to each school, following deduction of contribution to central cost based on the recommendations of the Trust Finance and Staffing Committee.

Once the budget share allocation has been made it is the responsibility of the HT in each school, working with TFM, to implement a detailed budget for the year, using the Trust's budget planning format. Monthly monitoring is the responsibility of the school HT, with the support of TFM. Each school's budget monthly monitoring is reported to the CFO monthly.

Each school's budget position is discussed by the Trust Finance and Staffing Committee at meetings to be held at least three times per year. The Trust Finance and Staffing committee, CFO and TFM discuss strategic finance matters at these meetings.

The TFM will meet with individual Headteachers and their school's LGB finance representatives to discuss their school's budget position three times per year.

Where an individual school believes that its allocated budget share is unreasonable or unfair, and the disagreement cannot be resolved at local level within the Trust, the AFH provides a line of appeal from the HT to the Education Skills Funding Agency (ESFA) directly, which may, if it cannot be resolved by the ESFA, be referred to the Secretary of State for adjudication, which is then binding on the Trust.

## **Disclosure and Barring**

All involved in the governance of the Trust are required to have a criminal records certificate from the Disclosure and Barring Service.

## Declaration of Acceptance and Willingness

All involved in the governance of the Trust to sign a declaration of acceptance and of willingness to act and uphold the object of the Trust, as requested by the Board of Directors.

## Conflicts of Interest

All involved in the governance of the Trust are obliged to complete a register of their business interests, which is updated annually. It is the role of the Clerk to keep the register of business interests up to date

All involved in the governance of the Trust who have a personal interest that conflicts with his/her role must disclose that fact to the Chair of Board of Directors or Chair of LGB as soon as s/he becomes aware of it. S/he must withdraw from any discussions in which it is possible that a conflict will arise.

## Parental Engagement

Leaders of the Trust, ensure that the Board of Directors, LGBs and schools are connected with, and answerable to, the communities they serve as Trusts should never become detached distant or unanswerable to parents/carers. To ensure this, there will continue to be parent governor roles on each of the LGBs.

The Board of Directors, LGBs and schools ensure there are mechanisms in place to engage meaningfully with all parents/carers and enable them to put forward their views at key points in their child's education.

## 3. Members

### Role of Members

As charitable companies limited by guarantee, every Trust has Members who have a similar role to the shareholders in a company limited by shares.

Trust Members:

- are signatories to the Articles of Association which includes definition of the Trusts' charitable object and governance structure (where they are founding Members)
- may, by special resolution, amend the Articles of Association subject to any restrictions created by the Trust's funding agreement or charity law
- may, by special resolution (which requires 75% and will also require the consent of the Canterbury Diocesan Board of Education rather than a simple majority of Members to agree), appoint new Members or remove existing Members other than, where there is one, the foundation/ sponsor body and any Members it has appointed
- have power to appoint Directors as set out in the Trust's Articles of Association, and have power under the Companies Act to remove any or all serving Directors
- fully delegate the strategic management of the Trust and all monitoring functions to the Board of Directors
- fully delegate the completion and submission of the annual trustees' report to the Board of Directors on their behalf
- May by special resolution issue direction to the Directors to take a specific action
- appoint the Trust's auditors and receive the Trust's annual audited accounts
- follow direction from the Secretary of State, with power to change the name of the charitable company and ultimately, wind up the Trust.

Employees of the Trust cannot be appointed as Members.

Members may instruct the Directors to convene a general meeting at any time, at which Directors may speak but not vote.

Members are not expected to attend Board of Director meetings, participate in the Chief Executive Officer's (CEO) performance review panel, or contribute to specific decisions in relation to the Trusts' business.

Members will meet formally to complete and overview of the effectiveness of the delegated functions at least once per year. All Members meetings will be formally minuted and made publicly available.

### Appointment of Members

The Trust's Articles of Association stipulate that three of the five Members are appointed by Canterbury Diocesan Board of Education's (DBed)

The Trust will notify ESFA of the appointment of all Members within 14 days of each change.

## 4. Board of Directors

### Role of the Board of Directors

The Board of Directors is legally accountable for managing the business of the Trust and may exercise all the powers of the Trust. They have the authority of the Members for all strategic management and monitoring functions. The Board of Directors should focus strongly on the three core functions of governance described in the introduction to this Scheme of Delegation.

Directors have personal responsibility to apply the highest standards of governance, comply with charitable objects, with duties as company directors, with charity law and the funding agreement.

Board of Director meetings' must take place at least three times a year (and business conducted only when quorate). If the Board meets less than six times a year it must describe in its governance statement how it maintains effective oversight of funds with fewer meetings.

The Board of Directors must ensure compliance with the Trust's charitable objects and with company and charity law. The Board of Directors signs off the annual accounts and is responsible for adherence to the Trust's funding agreement with the Secretary of State. It is the Board of Directors who are responsible for the Trust's accountability to Parliament and to the Secretary of State as the Principal Regulator of academies as exempt charities.

The Board of Directors can determine whether to delegate any governance functions. In this Trust, the Board of Directors have delegated to the Chief Executive Officer (CEO) responsibility for the day to day operations of the Trust.

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.

The formation of, and subsequent recruitment to, the Board of Directors should be based on the skills, knowledge and behaviours set out in 'A Competency Framework for Governance 2017'.

The Board of Directors is also responsible for ensuring that the Trust complies with

- the Companies Act 2006 – the Trust's obligations as a company limited by guarantee must be met;
- charity law – the Trust's charitable status must be observed and the obligations of the Directors as charity directors must be met.

Specifically, the Board of Directors is accountable to the following bodies for the Trust's educational and financial performance:

- The Education and Skills Funding Agency
- The Department for Education, through the Regional Schools Commissioner
- Ofsted

The Board of Directors has the right to review and adapt its governance structure (as detailed in this Scheme of Delegation) at any time and will conduct an annual review.

The Terms of Reference of the Board of Directors can be found in Appendix 4

### Main Responsibilities of the Board of Directors

The main responsibilities of the Board of Directors are outlined in its Terms of Reference – see Appendix 4. These will be reviewed annually.

Where the Board of Directors has any concerns about the performance of a school, these are first discussed with the CEO, after which support is commissioned with a view to maintaining existing levels of delegation.

In any individual situation, following an initial period of support, the Board of Directors may determine the level of delegation. A specific schedule is set for the circumstances of the school concerned in the form of an action plan, with the aim of returning in time to full delegation.

Should the Board of Directors seek advice from an external consultant concerning an individual school's performance, this is discussed with the CEO, relevant HT and relevant LGB in the spirit of transparency.

The Board of Directors retains the right to reduce decision making powers of LGBs. A decision to remove delegated authority from a LGB will be exceptional.

Factors which may influence the Board of Directors decision about the level of delegation to each LGB may include (but not exhaustively):

- School performance (including in-year data, end of year data, performance tables, outcomes of monitoring activity and data dashboards)
- A recent Ofsted (including SIAMs for Church schools) report
- Financial and administrative performance
- Leadership and governance capacity and capability
- Safeguarding and wellbeing concerns
- Health and safety issues

## Membership of the Board of Directors

The Trust's Memorandum and Articles of Association provide for the appointment of not less than three and are not be subject to any maximum

Directors are appointed and removed by Members. No more than one third of Board of Directors may be employed by the Trust. The Board of Directors elects its own Chair annually.

The Chair may resign by giving written notice to the Clerk

The resignation of a director will be negotiable with the Trust Chair

## Chair of the Board of Directors

The Board of Directors will elect a Chair annually who must not be an employee of the Trust.

The Chair ensures that the Board of Directors sets strategic direction and vision for the Trust and the holds the CEO to account for educational standards, financial propriety and business acumen.

The Chair is responsible for ensuring the effective functioning of the Board of Directors and has a vital role in setting high expectations for professional standards of governance.

It is the Chair's role to give the Board of Directors clear leadership and direction, keeping it focused on its core functions. The Chair encourages the Directors to work together as an effective team building their skills, knowledge and experience. It is the Chair's responsibility to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings and actively involved in the work of any Committees

The Chair will receive management accounts every month comprising budget variances reports and cash flows to maintain robust oversight of the Trust's financial viability.

The Trust notifies ESFA of the appointment of Chair of Board of Directors, including direct contact details, within 14 days of each change.

The Chair approves the draft minutes of each meeting within 7 days, in order that the Clerk can publish them to a specified shared area

## 5. Role of Trust Committees

The Board of Directors may establish Committees to carry out some of its governance functions. The Board of Directors determines whether decision making powers will be granted to a Committee.

Within Potential in Everyone Academy Trust, the Board has delegated some responsibility to its Committees as detailed in their relevant Terms of Reference. The two standing committees are:

- Standards
- Finance and Staffing

Each Committee must consist of at least three Directors plus the CEO. The Board of Directors will appoint Committee Chairs and Committee members. The Board of Directors will ensure Committee members have the necessary knowledge, skills and effective behaviours to properly fulfil the Committee functions. The CEO in his or her role as Accounting Officer, CFO and/or TFM attend meetings of the Finance and Staffing Committee

The current AFH establishes the framework within which the Trust must comply as a requirement of its funding agreement with the Secretary of State.

The current AFH stipulates:

Section (2.1.4) "the academy trust should have a finance committee to which the board delegates financial scrutiny and oversight".

Section (2.9.1) “The academy trust must establish a committee, appointed by the board of trustees, to provide assurance to the board over the suitability of, and compliance with, its financial systems and operational controls, and to ensure that risks are being adequately identified and managed”

Section 2.9.2 “Trusts with an annual income over £50 million must have a dedicated audit committee. Other trusts can either establish a dedicated audit committee or include the functions of an audit committee within another committee”.

In Potential in Everyone Academy Trust the Finance and Staffing Committee has responsibility for the audit function of the Trust

The Finance and Staffing Committee must adhere to the letter and spirit of the current Academies Financial Handbook, as this establishes the financial framework within which the Trust is required to comply as a requirement of its funding agreement with the Secretary of State. The Finance and Staffing Committee must also adhere to the current Academies Accounts Direction as this is the guidance that the Trust and its auditors must use when preparing its annual reports and financial statements

Whilst the Board of Directors has decided to establish a Standards Committee to look in detail at performance data, all Directors should have the ability to engage fully with discussions about data in relation to the educational and financial performance of the Trust and its schools.

For the Finance and Staffing Committee Terms of Reference see appendix 5

For the Standards Committee Terms of Reference see appendix 6

## 6. Clerk at all levels of governance

The Trust should appoint a Clerk to the Board of Directors who is someone other than a trustee, principal or chief executive of the Trust.

The Clerk at all levels of governance is appointed (and removed) by the Board of Directors

The Clerk’s agreed responsibilities include, but are not limited to:

- clear understanding of the Memorandum and Articles of Association, Scheme of Delegation and other operational documents of the Trust;
- understanding of company and charity law plus their relevant reporting dates;
- supporting and guiding the Board of Directors in understanding their delegation and responsibilities;
- Maintaining up to date records relating to the membership of the Board of Directors, including any national requirements for publicising the membership of the Governance of the Trust e.g. ESFA;
- informing the named person responsible for the management of the Trust website of any changes, including membership and access rights
- Within 7 days of each Trust meeting, the Clerk produces a professional set of (watermarked) draft minutes for the Chair. The Chair will approve the draft minutes within 7 days, after which the Clerk publishes them to a specified shared area advising all relevant governors of their availability.
- Following amendment and approval of the draft minutes at the subsequent meeting, the final minutes are published to a specified shared area within 7 days.
- Communicate educational matters of Trust wide significance with the Board of Directors and constituent schools in a timely manner commensurate with the importance of the information.
- working closely with the Chair and CEO to prepare a purposeful agenda which includes Trust and government items and is focused on the three core responsibilities of governance, namely:
  - Ensuring clarity of vision, ethos and strategic direction
  - Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
  - Overseeing the financial performance of the organisation and making sure its money is well spent
- Recording the attendance of Directors at meetings and take appropriate action as agreed by the Trust regarding Director absences.
- Maintaining records of Board of Directors correspondence
- Maintaining the register of business interests

## 7. Local Governing Bodies

The purpose of the LGB is to both champion the Trust’s ethos and mission and uphold each individual school’s unique ethos and values. It will hold to account and support the HT and monitor the school’s key performance indicators as detailed in the School Development Plan (SDP). Its role is to provide focused governance for a school at a local level, subject to the provisions of the Companies Act 2006, the Articles of Association, the Trust’s strategic

plan and policies of the Board of Directors, and any directions given, and rules and regulations set by the Board of Directors.

## Areas of responsibility for Local Governing Bodies

The duties of the LGBs are detailed below. These are reviewed by the Board of Directors from time to time. LGBs may be directed to undertake additional duties. Such additional duties are communicated in writing from the Board of Directors to the Chair of the LGB.

LGBs bring a local perspective to the way in which the schools are managed. Their duties can be described as follows:

### General

- Promote and uphold the ethos of the Trust and of the school
- Carry out any requirements the Board of Directors may specify necessary to ensure that the Trust is meeting its legal obligations.
- Ensure the school implements and monitors the policies approved by the Board of Directors with reference to statutory policies
- To monitor the key performance indicators in the SDP
- Risk, health and safety, safeguarding and asset management
- Ensure asset management systems are adhered to within the school.
- Ensure local arrangements for the effective supervision of building maintenance and minor works.
- Ensure robust systems are in place to maintain high standards of compliance and best practice in safeguarding and health and safety; this will include regular scrutiny of the Single Central Record.
- Implement the Trust Health & Safety Policy, ensuring full compliance with regulations and reporting this to the Board of Directors
- Produce a Health and Safety report 3x per year
- Review annually the Risk Register relating to the school and supporting the HT in the mitigation of risk.

### Governance

- The LGBs' role is to question and challenge the HT to assure themselves that appropriate action is being taken to identify and address areas for improvement, and to inform the Board of Directors of the school's performance.
- Ensure that all requests for information or actions required are met within agreed timescales.
- Make arrangements for the election of parent governors.
- Appoint from its number, governors with specific responsibilities for Safeguarding, Health and Safety, website compliance and other priorities as identified in the School Development Plan (SDP).
- The LGB will follow agenda and any other standing items as directed by the Board of Directors
- Ensure that accurate minutes are taken of LGB meetings, reporting to the Board of Directors on intended actions and outcomes.
- Maintain a register of governor's pecuniary interests and ensure the proper and effective management of conflicts of interest.
- Respect the confidential nature of all matters discussed, relating to the work of the Trust schools and Trust

### Staffing

- Participate as an interview panel member in the recruitment of HTs
- When requested by the Board of Directors, participate as a panel member in appraisal, discipline and conduct, complaints, bullying and harassment, grievance, exclusions, appeals, investigations, redundancy and restructure and admissions in any of the Trust's schools.

### Admissions

- Ensure arrangements are in place for the implementation and monitoring of the Admissions Policy for the individual school.
- Positively promote pupil admissions to the Trust academies

### Behaviour

- Monitor the school's pupil behaviour and discipline as prescribed by its policy

### Complaints

- Monitor the management of complaints as prescribed by the Trust's Complaints Procedure.

### Ofsted and SIAMS

- Represent the school for interview by Ofsted/ Diocesan representatives as requested.
- Ensure post-inspection agreed actions are implemented and monitored.

## **Ethos and vision**

- Commission and report the outcomes of consultations to the Board of Directors in respect of the school's mission, ethos and policies;
- In the case of a Church of England school, the LGB will monitor the extent to which the school is upholding its distinctive Christian values, within the context of SIAMs.

## **Standards**

- Ensure that the SDP identifies and addresses achievement priorities through the analysis of publicly available and internally generated data. The SDP should form the focus of the annual budget setting process and regular financial monitoring
- Monitor and evaluate the SDP
- Ensure that the curriculum and its planning is fit for purpose, fully compliant with national and Trust requirements and enables pupils to flourish and maximise their potential
- Examine progress towards targets for all pupils and all nationally identified pupil groups (including SEND and disadvantaged) and in each year group (not just end of key stage), challenging the HT on progress towards targets.
- Monitor and scrutinise the quality of key judgements made in each area of the Self Evaluation Form
- Scrutinise the impact of staff professional development in enabling the staff team to raise standards in line with the SDP priorities
- Monitor behaviour, exclusions and attendance, and scrutinise impact made by school interventions

## **Community and parents**

- Monitor the character and quality of religious education to ensure that it meets the requirements, denominational or otherwise, of the school's character as established in the Funding Agreement
- Monitor the character, content and quality of assemblies or collective worship to ensure that they meet the requirements, denominational or otherwise, of the school's character as established in the Funding Agreement
- Ensure the quality and appropriateness of the PSHE and sex and relationships education offered to pupils, including the promotion of fundamental British values
- Where there are established local relationships with other organisations, for example with a local church, ensure that these are appropriate to the school's character and are nurtured and maintained in the interests of the school's pupils
- Hold the HT to account to ensure there is a wide range of good quality extra-curricular activities
- In conjunction with the HT, maintain a positive link with the Incumbent, the Parish and the wider community in the case of a Church of England school.
- Ensure a good quality of communication with the HT, parents and the wider community
- Monitor compliance of school website
- Monitor the outcomes of all surveys of parents, staff and pupils

## **Finance**

- Monitor the school budget for value for money in relation to the financial priorities in the SDP, ensuring that any variances are reported to the Finance and Staffing Committee for approval.
- The TFM will meet with individual Headteachers and their school's LGB finance representatives to discuss their school's budget position three times per year.

## **Appraisal**

- In conjunction with the CEO, annually review the performance of the HT

## **Reporting to the Board of Directors**

- The minutes and activity of the LGB must always be available for scrutiny to the Board of Directors via a specified shared area

## **Membership of Local Governing Bodies**

The length of service of local governors is four years. Where a local governor was a governor of the predecessor school immediately prior to conversion, their first term of office is deemed to have commenced on the date of their appointment to the predecessor school.

Local parent governors are appointed to ensure that LGBs stay accessible and connected to the community they serve and that there is always a diverse range of perspectives around the table to support robust decision making.

Any person wishing to become a local governor of a Church of England school is required to sign a declaration of acceptance and of willingness to act as a local governor, which shall include an undertaking to Canterbury's Diocesan Board of Education, to uphold the Church of England character of the school.

No person is qualified to serve on the LGB unless they are aged 18 or over at the date of their election or appointment. No current pupil or student of the Trust may serve on the LGB.

Directors may attend any meeting of the LGB.

Over time the LGBs will become the following structure:

#### *Community Schools*

- 7 governors appointed by the Board of Directors – as set out above
- 2 elected parent governors
- 1 elected staff governor
- The Headteacher (ex officio)

#### *Church Schools*

- 5 foundation governors appointed as set out below
- 2 elected parent governors
- 1 elected staff governor
- The Headteacher (ex officio)

### **Foundation Governors**

In the case of a school with a Church of England Foundation, 5 governors appointed by the Board of Directors following Canterbury Diocesan Board of Education's (DBed) criteria for appointing foundation governors. Of those:

- 3 shall be appointed by the Board of Directors in line with the appointment criteria of the DBed
- 1 shall be appointed by the Board of Directors on the nomination of the Parochial Church Council in which the school is situated
- 1 shall be retained Ex-officio for either (a) incumbent of the benefice of which the parish forms part; or (b) the minister licensed as priest-in-charge of that benefice or of the relevant parish within the benefice in which rights of presentation are suspended; or (c) the vicar in a team ministry whose duties in relation to that parish are assigned to him/her by a pastoral scheme or licence from the bishop, whichever is applicable.

In case of vacancy or unwillingness of the Incumbent to act such person as may be appointed to act in their stead by the Archdeacon of Area in which the School is located.

In addition, in recognition of the role of the DBed in relation to the Church schools, the Board of Directors will consult with the DBed on any changes to the Scheme of Delegation and will take account of any advice offered. Changes in respect of any Church school will not be made without the consent of the DBed, whose consent shall not be unreasonably withheld or delayed.

### **Chair of the Local Governing Body**

The Chair of the LGB is elected annually by the LGB, subject to the approval of the Board of Directors. Neither the Chair nor Vice Chair may be an employee of the Trust.

The Board of Directors is entitled to remove any member of the LGB from office at any time. Governors automatically cease to hold office if they are employed by the Trust.

The Chair serves for one year but is eligible for re-election at the end of that term of office.

The responsibilities of the Chair include:

- Chair meetings of the LGB
- Follow the Trust's standard agenda for LGB meetings
- Report to the Board of Directors in writing (and when requested by Board of Directors in person) following any LGB meeting
- Approve the draft minutes of each meeting within 7 days, in order that the Clerk can publish them to KLZ
- Provide a direct link between the LGB and the Trust's Board of Directors

### **Parent Local Governor**

Parent Local Governors for each LGB are elected in accordance with the process set out below:

- When a vacancy arises, the LGB writes to all parents/carers of pupils at the school seeking nominees for the vacancy. Nominees are asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role.
- If the number of nominees equals or is less than the number of vacancies on the LGB, the nominees are deemed to be elected.
- Where the number of nominees is less than the number of vacancies on the LGB, the Board of Directors may appoint suitable persons to fill any vacancy.

- Where there are more nominees than places available, the LGB writes to all parents/carers of pupils at the school asking them to vote for their preferred candidate.

A Parent Local Governor should be a parent/carers of a registered pupil at the relevant school.

### **Staff Governor**

Staff Governors for each LGB are elected in accordance with the process set out below:

- When a vacancy arises, the LGB writes to all staff a short statement about why they are interested in being a staff Governor and their background and experience that makes them suitable for the role.
- If the number of nominees equals or is less than the number of vacancies on the LGB, the nominees are deemed to be elected.
- Where the number of nominees is less than the number of vacancies on the LGB, the Board of Directors may appoint suitable persons to fill any vacancy.
- Where there are more nominees than places available, the LGB writes to all staff at the school asking them to vote for their preferred candidate.

A staff Governor should be a member of staff at the relevant school.

A member of staff may not be a foundation or local governor. Existing members of staff already fulfilling this position will not be asked to stand down although they may not stand for re-election at the end of their term of office in this capacity

### **Ceasing to be a Governor**

The office of governor is vacated if:

- Any event or circumstance occurs which would disqualify him or her from the office of governor.
- S/he has, without the consent of the LGB, failed to attend three consecutive LGB meetings
- S/he resigns from office by written notice to Chair of the LGB
- S/he becomes incapable by reason of illness or injury of managing or administering his or her own affairs.

### **Clerk to the Local Governing Body**

The Clerk's agreed responsibilities include, but are not limited to:

- clear understanding of the Scheme of Delegation and other operational documents of the Trust;
- supporting and guiding the LGB in understanding their delegation and responsibilities;
- maintaining up to date records relating to the membership of the LGB
- informing the named person responsible for the management of the school website of any changes, including membership and access rights
- Within 7 days of each meeting, the Clerk produces a professional set of (watermarked) draft minutes for the Chair. The Chair will approve the draft minutes within 7 days, after which the Clerk publishes them to a specified shared area advising all relevant governors of their availability.
- Following amendment and approval of the draft minutes at the subsequent meeting, the final minutes are published to a specified shared area within 7 days.
- working closely with the Chair and HT to prepare a purposeful agenda which includes Trust and CEO items and is focused on school improvement
- Recording the attendance of governors at meetings and take appropriate action as agreed by the Trust regarding Director/local governor absences.
- Maintaining records of LGB membership, Disclosure and Barring Service (DBS) status and vacancies
- Maintaining a register of governors' pecuniary interests
- Maintaining records of LGB correspondence
- Maintaining the register of business interests

### **Convening meetings of the Local Governing Body**

The LGB meets at least five times during the school year.

The Clerk to the LGB gives written notice of each meeting and circulates the agenda and associated papers to be considered at least seven clear days in advance of the meeting. However, where the Chair determines that there are matters demanding urgent consideration, it is sufficient that a copy of the agenda and other papers are given within a shorter period as the Chair directs.

Governors can invite persons who are not governors to attend the whole or part of any meeting for purposes connected with such a meeting.

The convening of a meeting and the proceedings conducted are not invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

## 8. The role of the Chief Executive Officer

The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's schools. The CEO reports to the Board of Directors on strategic Trust performance.

The CEO is the leader of education for the Trust.

The CEO leads the Trust Leadership Team (TLT) (see appendix 1a/1b). The CEO is accountable to the Board of Directors for the performance of the TLT. The TLT contributes to key educational policy-making decisions, establishes collaborative projects and offers and receives mutual support and challenge. The CEO professionally line manages the TLT and holds them to account through effective performance management.

The CEO has delegated responsibility on behalf of the Trust Board for dismissal decisions once a formal process has been followed which will include a panel made up of no more than three Directors and/or Local Governors. In Church schools the DBed would be consulted in respect of appointment or dismissal of Headteachers

The CEO is the Accounting Officer (AO) for the Trust, and as such has a range of legal responsibilities through ESFA's Accounting Officer (on behalf of the Secretary of State), to DfE's Principal Accounting Officer for the discharge of his or her duties. The AO must provide assurance to the ESFA that the Trust's funds are in sound financial health. The AO has personal responsibility to Parliament for the financial resources under the Trust's control. The AO must be able to assure Parliament, and the public, of high standards of probity in the management of public funds, particularly:

- value for money - achieving the best possible educational outcomes through the economic, efficient and effective use of resources. A key objective is to achieve value for money not only for the trust but for taxpayers generally.
- regularity – dealing with all items of income and expenditure in accordance with legislation, the terms of the Trust's funding agreement and the AFH, and compliance with the trust's internal procedures
- propriety – a requirement that expenditure and receipts are dealt with in accordance with Parliament's intentions and the principles of parliamentary control
- ensuring feasibility of plans and decisions
- annual financial reporting
- a range of other duties required by the DfE, including that relating to the Prevent duty and safeguarding more widely.

The AO must take personal responsibility for assuring the Board of Directors that there is compliance with the AFH and the Funding Agreement.

The AO must complete and sign an annual statement on regularity, propriety and compliance and submit this to the ESFA with the Trust's audited accounts. This is a formal declaration by the Trust's AO that his personal responsibilities to Parliament for the resources under his control during the year have been met. The AO must also demonstrate how the Trust has secured value for money via the governance statement in the audited accounts. The CEO has the power to challenge decisions made by LGBs and may seek reconsideration of those decisions in the discharge of his or her legal duties.

The Trust will notify ESFA of the appointment of the AO, including direct contact details, within 14 days of each change

## 9. The Role of the Headteacher

As determined by the CEO, each HT produces a School Development Plan for the LGB covering the main areas of their responsibilities. This report is always part of the communication between LGBs and the Board of Directors.

Each HT is responsible for the day to day management of their own school and has responsibilities delegated to them by the CEO. The HT is the lead professional in the school and reports to the CEO on matters which have been delegated to them.

The annual performance management of the HT is undertaken by the LGB with the support of the CEO in accordance with Trust appraisal policy and with the involvement of an external adviser appointed by the Board of Directors.

HTs are professionally line managed by the CEO. The CEO is responsible for ensuring each HT has a mid-year review and annual performance review. Salary progression is determined in accordance with Trust's pay policy and recommendation by the CEO to the Trust Finance and Staffing Committee. The CEO, or a person acting on their behalf, ensures professional support and challenge on all areas of the school's performance. However, accountability for the performance management of the HTs rests with the CEO.

HTs engage constructively with their LGB.

## 10. The Role of the Chief Financial Officer

The CFO is responsible for the Trust's detailed financial procedures and should play both a technical and leadership role. The CFO may have additional leadership duties delegated to them by the CEO.

The CFO need not discharge all their duties personally. The Trust may decide that its needs are adequately served by employing staff or contractors with the relevant skills and knowledge at the appropriate time.

In Potential in Everyone Academy Trust the CFO holds the role of Trust Business Manager (TBM) combining financial responsibilities with strategic and operational leadership of non-educational support service managers.

The CFO is professionally line managed by the CEO. The annual performance management of the CFO is undertaken by the CEO and Trust Chair with the involvement of an external adviser. Salary progression is determined by the Trust Finance and Staffing Committee.

## 11. Financial Accountability

The Trust AO is accountable to the Board of Directors via the Trust Finance and Staffing Committee for the overall financial outturns at the end of the year.

The Trust Finance and Staffing Committee makes recommendations to the Board of Directors on annual budget share to be allocated to each school, following deduction of contribution to central costs. This is based on information supplied to it by CFO and TFM.

The Board of Directors approves the annual budget share to be allocated to each school, following deduction of contribution to central cost based on the recommendations of the Trust Finance and Staffing Committee.

Once the budget share allocation has been made it is the responsibility of the HT in each school, working with TFM, to implement a detailed budget for the year, using the Trust's budget planning format. Monthly monitoring is the responsibility of the school HT, with the support of the TFM. Each school's budget monthly monitoring is reported to the CFO monthly.

In year variances below the sum of £5000 can be made by the HT provided that their school's overall budget share remains unchanged.

In year variances to an individual school budget above the sum of £5000, must first be agreed with the CEO and CFO.

Each school's budget position is discussed by the Trust Finance and Staffing Committee at meetings to be held at least three times per year. The Trust Finance and Staffing committee, CFO and TFM discuss strategic finance matters at these meetings.

The TFM will meet with individual Headteachers and their school's LGB finance representatives to discuss their school's budget position three times per year.

Where an individual school believes that its allocated budget share is unreasonable or unfair, and the disagreement cannot be resolved at local level within the Trust, the AFH provides a line of appeal from the HT to the ESFA directly, which may, if it cannot be resolved by the ESFA, be referred to the Secretary of State for adjudication, which is then binding on the Trust.

## 12. Alterations to the Scheme of Delegation

This Scheme of Delegation may be altered, added to or repealed by a majority resolution of the Board of Directors.

## 13. Annual Review and Termination

This Scheme was approved and adopted by a resolution of the Board of Directors of the Academy Trust passed at a meeting held on 20 September 2018 and take effect from 01/9/2018.

This Scheme of Delegation may be terminated by the Board of Directors at any time by giving notice in writing to the LGBs.

The Board of Directors has the absolute discretion to review this Scheme of Delegation at least annually and to alter any provisions of it.

## 14. Trust and School Policies

All statutory policies in the Trust are ultimately the responsibility of the Board of Directors. To enable it to discharge this responsibility appropriately and in collaboration with the constituent schools, the Board of Directors:

1. either set a full Trust wide policy,  
Or
2. set a 'policy principles' document (a framework within which LGBs develop a full and appropriately customised policy),  
Or
3. delegate to LGBs the power to develop their own policy which the Board of Directors will then ratify.

Policy/statement breakdown taken from DfE Statutory policies for schools 2014, Academies Financial Handbook and Key for Governors 'List of statutory and mandatory policies and documents'

Statutory policies required by education legislation and the levels of delegation for them are as follows:

<b><u>Statutory policies</u></b>	<b><u>Level at which set (see above)</u></b>
Charging and remissions	1
School Behaviour	2
Sex education	1
Special Educational Needs and Disability	1
First Aid	1
Risk Assessment	1

Statutory policies required by other legislation and the levels of delegation for them are as follows:

<b><u>Statutory policies required by other legislation</u></b>	<b><u>Level at which set (see above)</u></b>
Data Protection and Freedom on Information	1
Health and safety	2

Contractual policies and the levels of delegation for them are as follows:

<b><u>Contractual policies</u></b>	<b><u>Level at which set (see above)</u></b>
Capability of Staff	1
Appraisal	1
Pay	1
Code of Conduct	1

Other statutory documents and the levels of delegation for them are as follows:

<b><u>Other statutory documents</u></b>	<b><u>Level at which set (see above)</u></b>
Admissions arrangements	2
Accessibility plan	2
Central Record of Recruitment and vetting checks	1
Complaints Procedure Statement	1
Freedom of Information	1
Home-school agreement document (not nurseries)	2
Minutes of, and papers considered at, meetings of the governing body and its committees	2
Premises management documents	2
Equality Information and objectives (public sector equality duty) statement for publication	1
School information published on a website	2
Register of pupils' admissions to school	3
Register of pupils' attendance	3
Staff discipline and conduct (procedures for addressing)	1
Grievance (procedures for addressing)	1

Documents referenced in statutory guidance and the levels of delegation for them are as follows:

<b><u>Documents referenced in statutory guidance</u></b>	<b><u>Level at which set (see above)</u></b>
Child Protection policy and procedures	1

Early Years Foundation Stage (EYFS)	2
Statement of procedures for dealing with allegations of abuse against staff	1
Supporting pupils with medical conditions	2

Mandatory policies for academies and the levels of delegation for them are as follows:

<b><u>Mandatory policies for academies</u></b>	<b><u>Level at which set (see above)</u></b>
Accounting	1
Investment policy (to manage, control and track financial exposure and ensure value for money)	1
Competitive tendering	1

Recommended policies for academies and the levels of delegation for them are as follows:

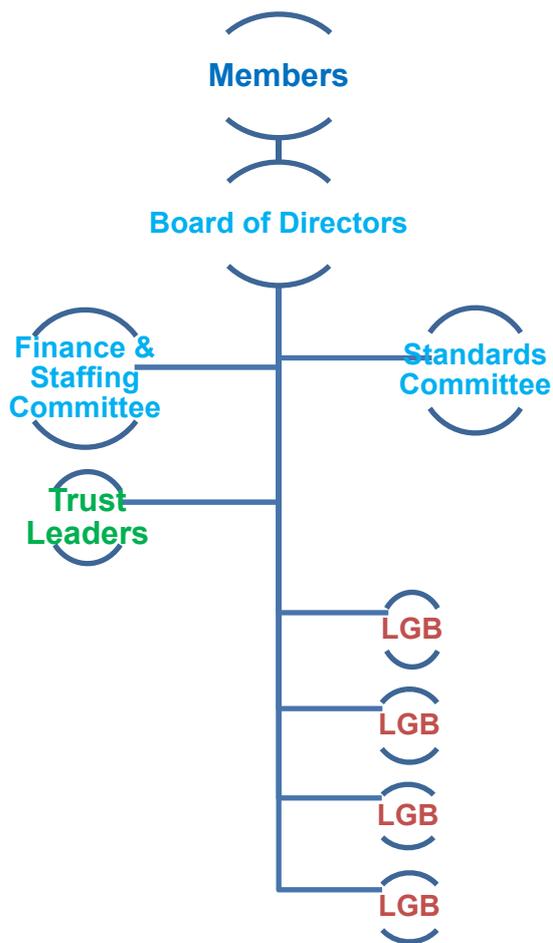
<b><u>Recommended policies for academies</u></b>	<b><u>Level at which set (see above)</u></b>
Acceptance of gifts, hospitality, award, prizes or other benefit policy and register	1

Other policies and other non-statutory documents and the levels of delegation for them are as follows:

<b><u>Other policies and other non-statutory documents</u></b>	<b><u>Level at which set (see above)</u></b>
Acceptable Internet Use and Agreement	1
Administering medicines	2
Anti-bullying	2
Anti-Cyber bullying	2
Attendance and targets	1
Behaviour Principles Written Statement	2
Children missing education	2
Collective worship	2
Community cohesion	2
Curriculum policies (see individual schools)	2
Dealing with unacceptable behaviour from parents and visitors	2
E-safety	2
Educational Visits and Journeys	1
Exclusions	2
Expenses	1
Finance	1
Fire safety	2
Gifted and talented	2
Governor Allowances (schemes for paying) statement	1
Homework	2
Lettings	1
Lone working	1
Looked After Children	2
Marking	2
Master Funding Agreement	1
Memorandum and Articles of Association	1
Mobile phone safety and acceptable use	1
Online safety and social networking	2
Outdoor education	2
Parent and Community use of Social Media	2
Photographic and Video images	2
Positive handling	1
Publications	2
Records Management	1
Register of Business interests of Headteachers and governors written statement	1
Safeguarding and Child Protection	1
Safer Recruitment	1
Sick Child	2
Spiritual moral social cultural	2

Absence and ill health	1
Special Leave	1
Staff Well-being	1
Teaching and learning	2
Trust directors register	1
Trust financial statement year ending	1
Uncollected child	2
Value for money statement	1
Whistleblowing	1
Worship, RE and religious ethos	2
Redundancy and Restructure	1
Risk Management	1
Bullying and Harassment	1
Trust Business Continuity Plan	1

## Appendix 1a: Governance Structure



### Members

Appoint the Directors and delegate responsibility for governance and running the MAT to the Board of Directors

### Board of Directors

Legal **accountability** sits here  
Delegate *responsibility* to Local Governing Bodies – through a scheme of delegation

### Trust Leaders (CEO, HTs, CFO)

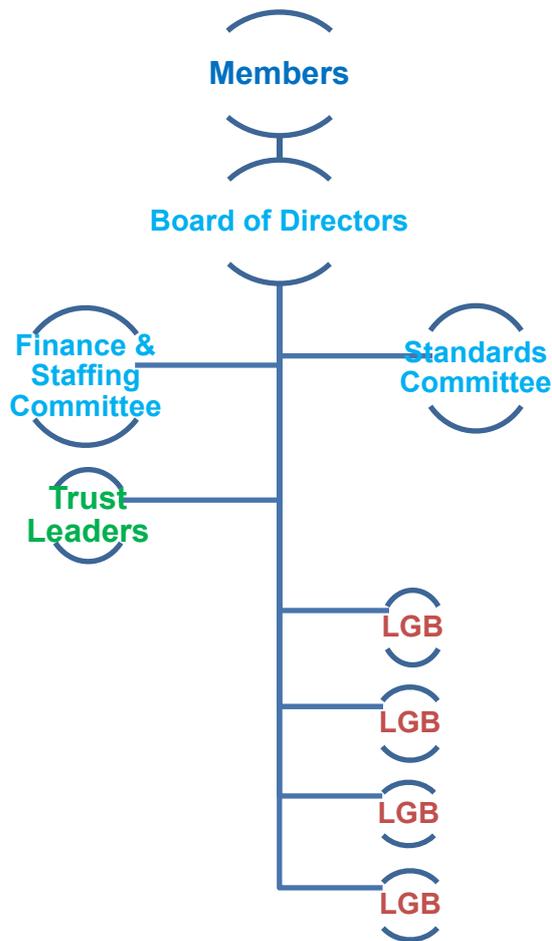
*enact governance* on behalf of the Board of Directors through implementing the Trust's vision and values and through monitoring of achievement, standards, quality of teaching, finance, safeguarding, health and safety and Human Resources.

### Local Governing Bodies

are responsible but not legally accountable for ensuring that their school achieves good outcomes for all its pupils and complies with statutory and Trust policies and procedures.

## Appendix 1b: Governance Structure

Post holders as at 01/09/2018



### Members

Quentin Roper  
Niki Paterson  
Simon Molony  
Eileen Martin  
Richard Parkin

### Board of Directors

David Whitehead (CEO)  
Helen Stewart (Chair)  
Jane Lillicrap (Vice Chair)  
David Crombie  
Claire Harris  
Elizabeth Smith  
Christine Wilson  
Paul Meechan  
Vacancy

### Finance & Staffing Committee

David Crombie (Chair)  
Helen Stewart  
David Whitehead  
Christine Wilson  
Paul Meechan

### Standards Committee

Claire Harris (Chair)  
Jane Lillicrap  
Elizabeth Smith

### Trust Leaders (CEO, HTs, CFO)

CEO – David Whitehead  
HT Bredgar – Madeleine Gower  
HT Borden – Karen Godsell  
HT Minterne – Catherine Hurst  
HT The Oaks – Lyndsey Wood  
CFO – Linda Lucas

### Local Governing Bodies

Chair Bredgar – Sally Murray  
Chair Borden – Helen Stewart  
Chair Minterne – Elizabeth Smith  
Chair The Oaks – Anne Ryback

## Appendix 2: Schedule of Delegation

Key	
Blue box	Function cannot be legally 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
Grid 1 – delegation to LGB	
Level 1:	Members
Level 2:	Board of Directors
Level 3:	Chief Executive Officer
Level 4:	Chief Financial Officer
Level 5:	Local Governing Body (LGB)
Level 6:	Headteacher

*This grid illustrates full delegation to the LGB which is the default assumption in Potential in Everyone Academy Trust. In practice, if there were to be concerns sufficient for the Board of Directors to consider changing the level of delegation, they may propose a more targeted variation of grid.*

## Appendix 3: Delegated Decision Making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
<b>Governance framework</b>							
<b>People</b>	Members: Appoint/Remove	✓					
	Directors: Appoint/Remove	✓					
	Role descriptions for Members	✓					
	Role descriptions for Directors/chair/ specific roles/committee members: agree		✓	<A			
	Committee chairs: appoint and remove		✓	<A			
	LGB chairs: appoint and remove		✓	<A>		A	
	Local governor: appointment		✓	A>		✓	
	Foundation governor: appointment		✓	A>		✓	
	Parent governor: elected			A>		✓	
	Staff governor: elected			A>		✓	
	Clerk to Members and Board of Directors: appoint and remove		✓	<A			
	Clerk to LGB: appoint and remove		✓	<A>			

### Appendix 3: Delegated decision making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
Systems and structures	Memorandum and Articles of Association: agree and review	✓	<A	<A			
	Governance structure for the Trust: establish and review annually		✓	<A			
	Scheme of Delegation and Terms of Reference for Trust Committees: agree annually		✓	<A	<A		
	Terms of reference for LGB: agree and review annually or as need arises		✓	<A		A	
	Skills audit: complete and recruit to fill gaps		✓	<A>		✓	A
	Self-review of Board of Directors' performance: complete annually		✓				
	Self-review of LGB performance: complete annually					✓	
	Chair's performance: carry out 360 review periodically		✓	<A>		✓	<A
	Director and governor contribution: review annually		✓			✓	
	Annual schedule of business: agree		✓	<A>	<A>	✓	A
Follow agenda and any other standing items as directed by the Board of Directors		A>			✓		

### Appendix 3: Delegated decision making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
<b>Reporting</b>							
<b>Reporting</b>	Trust governance details on Trust and academies' websites: monitor compliance		✓	<A			
	School governance details on website: monitor compliance			<A>		✓	<A
	Register of all interests, business, pecuniary, loyalty for Members/Directors/committee members: establish and publish	✓	✓	✓	✓	✓	✓
	Annual report on 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		✓	<A	<A		
	All LGB minutes submitted to Trust			A>		✓	<A

### Appendix 3: Delegated decision making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
<b>Being Strategic</b>							
<b>Being Strategic</b>	Determine Trust wide policies which reflect the Trust's ethos and values (facilitating discussions with unions where appropriate) as determined in the policies section of this document: approve		✓	<A	<A		<A
	Determine school level policies which reflect the school's ethos and values as determined in the policies section of this document: approve					✓	A
	Central spend/top slice: agree		✓	<A	<A		
	Management of risk: establish register, review and monitor		✓	<A>	<A	✓	A
	Engagement with stakeholders	✓	✓	✓	✓	✓	✓
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓	<A			

### Appendix 3: Delegated decision making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
	Schools vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine			A>		✓	A
	Chief Executive Officer: Appoint and dismiss	A>	✓				
	Headteachers: appoint and dismiss		✓	<A		<A	
	Chief Financial Officer: appoint and dismiss		✓	<A			
	Budget plan to support delivery of Trust key priorities: agree		✓	<A	<A		
	Budget plan to support delivery of school key priorities: agree		✓	<A>	<A>		<A
	Trust's central staffing structure: agree		✓	<A	<A		<A
	School staffing structure: agree			✓	<A>		✓

### Appendix 3: Delegated decision making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
<b>Holding to account</b>							
<b>Holding to account</b>	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, health and safety, employment): agree		✓	<A>	<A>	✓	<A>
	Reporting arrangements for progress on key priorities: agree		✓	<A>	<A>	✓	A
	Performance management of the Chief Executive Officer: undertake		✓				
	Appraisal of Headteachers: undertake			A>		✓	
	Appraisal of Chief Financial Officer: undertake			✓			
	Board of Directors monitoring: agree arrangements		✓	<A			
	LGB Terms of Reference: agree		✓	A>	A>		
	LGB member monitoring		✓	A>		✓	<A>

### Appendix 3: Delegated decision making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
<b>Ensuring Financial Probability</b>							
<b>Ensuring Financial Probability</b>	Chief Financial Officer for delivery of Trusts detailed accounting processes: appoint		✓	<A			
	Chief Financial Officer for delivery of Trust's detailed accounting processes: appoint		✓	<A	A		
	Trust's scheme of financial delegation: establish and review		✓	<A	<A		
	External auditors' report: receive and respond	✓	✓	<A	A		
	Chief Executive Officer pay award: Finance and Staffing Committee agree		✓				
	Headteachers' pay award: Finance and Staffing Committee agree		✓	<A		<A	

### Appendix 3: Delegated decision making – Local Governing Body

Area	Decision	Delegation					
		Members	Trust Board	CEO	CFO	LGB	School Heads
	Chief Financial Officer pay award: Finance and Staffing Committee agree		✓	<A			
	Staff appraisal procedure		✓	✓	✓	✓	✓
	Staff pay progression: Finance and Staffing Committee agree		✓	✓	<A		<A
	Benchmarking and Trust wide value for money: ensure robustness		✓	<A	<A		
	Develop Trust wide procurement strategies and efficiency savings programme		✓	<A	✓		A
	Monitoring the school budget (within agreed variance) for value for money in relation to the SDP		A>			✓	A

## Appendix 4 – Board of Directors Terms of Reference

### Purpose

The Board of Directors is legally accountable for managing the business of the Trust and for all decisions about its schools. The Board of Directors has overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of its schools. While the Board of Directors cannot ever delegate its accountability, it can delegate some of the detailed scrutiny, oversight and decision making. To discharge these responsibilities, the Master Funding Agreement entered into between the Trust and the Secretary of State on 27 July 2017 enables the Directors to establish a Local Governing Body (LGB) for each school. Decisions may be delegate to Trust Committees and to LGBs. LGBs to support the work of the Trust and promote the success of its constituent schools. The day to day management and responsibility for the running of the Trust has been delegated to the CEO (also a Director), supported by the Trust Leadership Team and a central team. The role and responsibilities of the Directors and those serving on LGBs are set out in the Scheme of Delegation.

Directors have the authority of the Members for all strategic management and monitoring functions and fulfil their responsibilities through strategic planning and by the setting of policy and standards as well as taking responsibility for the oversight and management of risk. Directors have the power to direct change where required. Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body that might have appointed or nominated such persons to serve on the Board. Directors are accountable to the Secretary of State for Education and to the communities that they serve. The Directors, whilst in certain circumstances possibly also sitting on a LGB, are responsible for all the schools run by the Trust and are expected to use their skills and experience in undertaking a role on the Board.

Directors are accountable to external government agencies including the Charity Commission and the Department for Education for the quality of the education provided by the Trust and they are required to have systems in place through which they can assure themselves of quality, safety and good practice. Directors are also accountable to the Members and to Diocesan Board of Education for Church of England schools.

Directors have personal responsibility to apply the highest standards of governance, comply with charitable objects, with duties as company directors, with charity law and the funding agreement.

The Board of Directors is equally responsible and accountable for the performance of all the schools within the Trust. It has three core functions:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent.

Board of Director meetings must take place at least three times a year (and business conducted only when quorate). If the Board meets less than six times a year it must describe in its governance statement how it maintains effective oversight of funds with fewer meetings.

### Membership

The composition and powers of the Board of Directors are (subject to charity and company law) determined by the Articles of Association and in any conflict between these Terms of Reference and the Articles, the Articles shall prevail. Board members must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to fulfilling the Trust's mission and objectives, drawing on specialist skills where required.

The formation of, and subsequent recruitment to, the Board of Directors should be based on the skills, knowledge and behaviours set out in 'A Competency Framework for Governance 2017'.

The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

No more than one third of the Board of Directors may be Trust employees.

A director may resign at any time. The length of notice required to be negotiated with the Trust Chair.

### Quorum

The quorum for a Board of Directors meeting, and any vote on any matter thereat, shall be any three Directors, or where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

### Responsibilities

The main responsibilities of the Board of Directors are:

- To apply highest standards of governance, comply with charitable objects, with duties as company directors, with charity law and with the funding agreement
- To ensure the Board meets at least three times a year and conduct business only when quorate
- To approve a written Scheme of Delegation of financial powers
- To ensure there are measures to manage conflicts of interest, be even-handed in relationships with related parties, and ensure goods or services provided by them are at no more than cost, beyond the limits specified in the AFH
- To set and communicate a strategic vision for the Trust and to plan strategically for its future, including for its sustainable growth, future shape, leadership, outcomes and financial health. In conjunction with the CEO, determine the strategic vision and overarching strategic vision of the Trust
- To assess and manage principal risks to the Trust – financial, educational, reputational and legal risk in particular
- On the advice of Members, appoint the CEO/Accounting Officer with consent of the Canterbury Diocesan Board of Education.
- To hold CEO to account for the Trust's overall performance and progress towards achieving key performance indicators in the Trust's Business Plan
- To determine arrangements for the performance management of the CEO including securing external professional advice
- On the advice of the CEO, appoint individual Headteachers (HTs) and the CFO.
- To ensure that the terms of the Funding Agreement with the Secretary of State are being fully met
- On the advice of the CEO, appoint a Chief Financial Officer who is the trust's finance director, business manager or equivalent, and to whom responsibility for the trust's detailed financial procedures is delegated.
- To establish an audit committee, or a committee fulfilling the functions of an audit committee, to provide assurance over the suitability of, and compliance with, the trust's financial systems and operational controls and to manage risks
- To ensure an appropriate, reasonable and timely response to findings by auditors, taking opportunities to strengthen financial management and control
- Prepare an annual report and accounts, incorporating approved accounting policies and have them audited by a statutory auditor. The annual report serves the purpose of both a Trustees' report and a directors' report under company law
- Submit audited accounts to ESFA by 31 December each year
- Advise the ESFA immediately of the removal or resignation of the external auditors unless at the end of their agreed term of office
- To ensure that all strategic decisions are taken in the light of the Trust's charitable status
- To confirm all Directors read and fully understand the Trust's responsibilities as set out in the current Academies Financial Handbook (AFH) ensuring its requirements are being fully met as this sets out the financial framework within which the Trust is required to comply as a requirement of its funding agreement with the Secretary of State. In particularly Annex C: Schedule of requirements (the 'musts').
- To ensure the requirements of the current Academies Accounts Direction are being fully met, as this is the guidance that the Trust and its auditors must use when preparing its annual reports and financial statements.
- To ensure that the Trust undertakes prudent financial planning and always remains solvent in order that it can continue to discharge its responsibilities
- Arrange for annual letters to Trusts' Accounting Officers from ESFA's accounting officer about the accountability framework are discussed by the Board and act where appropriate to strengthen the Trust's systems
- To appoint and arrange for the training and inducting of local governors. To monitor the work of LGBs for each Trust school and to delegate roles and responsibilities to those LGBs according to their capacity
- Approve a balanced budget for the financial year to 31 August (to include the 'Trust running costs' and the allocations of funding for each school) and minute its approval. If formally proposing to set a deficit revenue budget for the current financial year which it is unable to address, the Board of Directors must notify ESFA within 14 days of its meeting.
- To ensure management accounts are shared with the Chair of the Board monthly, with the other Directors six times a year. The Board must consider these when it meets. The Board must ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure.
- To ensure the Trust's personnel structure makes the most effective use of resources, is affordable and offers the best possible educational outcomes
- To ensure decisions about executive pay follow a robust evidence-based process reflective of the individual's role and responsibilities, and that the Board's approach to pay is transparent, proportionate and justifiable.
- To ensure, in line with the requirements of the AFH, that an appeals procedure is in place for a HT to challenge the budget share allocated to their school on grounds of unfairness or unreasonableness.
- To agree the levels of financial delegation to the Trust Leadership Team, including discretionary awards.

- To monitor pupil achievement for each school in the Trust at least three times per year and to act when necessary in the light of that monitoring
- To monitor pupil attendance for each school in the Trust three times per year and to take appropriate action in the light of that monitoring
- To hold the CEO to account in ensuring a robust appraisal system is in place for all groups of staff across all Trust schools
- To ensure decisions about executive pay follow a robust evidence-based process reflective of the individual's role and responsibilities, and that the Board's approach to pay is transparent, proportionate and justifiable.
- To ensure the Trust meets its statutory and contractual obligations with regards to appraisal and pay for all groups of staff.
- To approve the annual budget for pay and any uplift to be applied to the Trust's pay scales for all groups of staff
- To approve any business case for redundancy/restructure prior to the commencement of any formal process
- Through School Development Plans, Self-Evaluation Forms and CEO reports, evaluate both value for money and investment in Trust staff' professional development as necessary which is prerequisite in aiding the future performance of the Trust and its constituent schools
- To ensure that each LGB is discharging the obligations placed by the Board of Directors on their behalf with respect to the distinctive character of worship and religious education in their school. This is determined by the school's religious or non-religious designation prior to conversion and is set out in the Funding Agreement from the Secretary of State and a duty of Board of Directors. In Potential in Everyone Academy Trust this duty is delegated at an operational level to LGBs
- To make sure appropriate arrangements are made for the external verification or moderation of statutory information provided by the CEO, CFO, LGBs, and HTs
- To ensure that the health and safety and safeguarding obligations of the Trust (including 'Prevent' and 'British values') are met
- To ensure that all conflicts of interest are declared and documented
- To ensure the Trust meets its responsibilities in relation to the Equalities Act, promoting equality and diversity throughout the organisation, including in relation to its own operation.
- To notify the DfE (via Get Information about Schools (GISS) with 14 days of that change to the appointment or vacating of the positions of:
  - Accounting Officer or Chief Financial Officer
  - Chair of the Board or Chair of Local Governing Body
  - Member, Director and Local Governor

## Review

In accordance with best practice, the Board of Directors will carry out a regular review of the skills and experience available on the Board and will seek to develop additional capacity and skills where required. Except in relation to posts held in an ex officio capacity and otherwise only in exceptional circumstances, Directors will not seek reappointment beyond the usual 3 terms of office, a standard term of office being 4 years.

## The General Equality Duty

The Trust must ensure it meets its responsibilities in relation to the Equalities Act, promoting equality and diversity throughout the organisation, including in relation to its own operation. The Trust must have due regard to:

- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Equalities Act
- Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it
- Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

## Protected characteristics

- Age (not pupils)
- Disability
- Ethnicity and race
- Gender
- Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity
- Religion and Belief
- Sexual identity and orientation

## Appendix 5 – Finance and Staffing Committee Terms of Reference

The Board of Directors hereby resolves to establish a committee to be known as the Finance and Staffing Committee. It is responsible for finance, pay, audit and staffing matters.

The Clerk to the Board of Directors is the Clerk to the Committee.

The Committee must adhere to the letter and spirit of the current Academies Financial Handbook, as this sets out the financial framework within which the Trust is required to comply as a requirement of its funding agreement with the Secretary of State. Oversight must ensure that information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims completed by the Trust, and its constituent academies, is accurate and in compliance with funding criteria. The Committee's work must also 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 at the trust
- agreeing a programme of work to address, and provide assurance on, those risks

The Committee will adhere to the current Academies Accounts Direction as this is the guidance that the Trust and its auditors must use when preparing its annual reports and financial statements.

The Committee will adhere to the current recommended guidance and spirit of both the Governance Handbook and A Competency Framework for Governance.

The Committee will adhere to the Trust's Funding Agreements with the Secretary of State.

The Chief Executive Officer (CEO) in his or her role as Accounting Officer and the Chief Finance Officer (CFO) attend meetings of the Committee.

The Board of Directors has determined that the Committee meets a minimum of four times per year. Agendas will include: -

- Production and audit of annual accounts. Consideration of information relating to teachers pay increments (November)
- Consideration of information relating to three months financial performance (January)
- Consideration of information relating to seven months financial performance and budget forecast return outturn to ESFA (May)
- Scrutiny of the Trust's budget. Consideration of information relating to nine months financial performance and support staff pay increments. 3-year budget forecast return to ESFA (July)

The external auditor may request a meeting if he or she considers one necessary.

### Authority

The Board of Directors delegates financial scrutiny and oversight to the Finance and Staffing Committee to provide assurance over the suitability of, and compliance with, its financial systems and operational controls.

The Finance and Staffing Committee has the following delegated responsibilities: -

- to advise the Board on matters relating to the Trust's finance, pay and audit arrangements
- to ensure robust systems of internal control, the financial elements of risk management (including Health and Safety, buildings and insurance) and assurance processes
- to advise and aid the Board's responsibility to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity
- allocate each schools budget share based on recommendations from CEO and TFM
- scrutinise proposed Trust personnel structures
- Award of contracts to suppliers over £30000
- Hold CEO to account for progress towards achieving relevant key performance indicators in the Trust's Business Plan

The Committee is responsible to the Trust Board. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation and delegated powers, including the Trust's assets, depreciation and removal of such items from the asset register.

The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Director, governor, Committees, Trust employees, external audit, internal audit or other assurance provider or third parties.

The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Trust Board.

The Committee is authorised to ensure that procedures are in place in order that Trust employees are paid for work done in accordance with the Trust's pay policy and their contracts of employment with the Trust.

The Committee is authorised to act where there may be concerns

The Finance and Staffing Committee Chair will sit on any recruitment panel for a new CEO

## **Duties**

On behalf of the Board of Directors, the functions of the Finance and Staffing Committee are to: -

1. Fulfil its responsibilities as set out in these Terms of Reference in line with the current Academies Financial Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State
2. Ensure sound management of the Trust's finances and resources including proper planning, monitoring, probity and value for money.
3. Determine the annual budget for pay and any uplift to be applied to the Trust's pay scales for all Trust employees for the Board's approval
4. Apply the criteria set out in the Trust's Pay Policy and consider fully the recommendations made by the CEO in relation to different staff groups. Report summary information regarding pay decisions to the Board
5. Determine the specific remuneration for Trust Leadership Team to ensure staff are fairly rewarded in relation to their individual contributions to the Trust's overall performance for the Board's approval
6. Determine the pay range and/or group size for Trust Leadership Team proportional to the Trust size and each post holder's specific responsibilities
7. Advise the Board on the adequacy and effectiveness of the Trust's governance, risk management, internal control and value for money systems and frameworks
8. Scrutinise the annual budget and make recommendation to the Board.
9. Advise the Board on the appointment, re-appointment, dismissal and remuneration of the external financial auditors and act on all recommendations.
10. Advise the Board on the need for and then where appropriate, the appointment, reappointment, dismissal and remuneration of an internal auditor or other assurance provider
11. Advise the Board on the Trust's internal and external financial statements and reports ensuring they reflect best practice
12. Advise the Board on an appropriate programme of work to be delivered by independent assurance providers. This programme of work should be derived from the Committee's regard of the key risks faced by the Trust, the assurance framework in place and its duty to report to the Board
13. Seek legal or independent professional advice if it considers this necessary, normally in consultation with the Accounting Office and Trust Chair.
14. Scrutinise monthly management accounts to ensure appropriate action is being taken to maintain financial viability including addressing variances between the budget and actual income and expenditure
15. Scrutinise a budget forecast return outturn and a 3-year budget forecast return for approval by the Board prior to submission to ESFA

In addition: -

- The outcome of the Committee's work should be congruent with any external evaluation of an individual school's performance
- Conduct an annual review of these terms of reference, reporting the outcomes and recommendations to the Board of Directors
- Scrutinise and approve all policies relating to Finance, Staffing and Audit

The specific responsibilities of the Finance and Staffing Committee are as follows:

### Audit

- Recommend the appointment of external auditor to the Board for approval; ensuring any letter of engagement for this function only covers the external audit
- Review the external auditor's annual planning document and approve the planned audit approach
- Ensure that where a full internal auditor is commissioned the auditors comply with the standards set by the Chartered Institute of Internal Auditors, ensuring the internal auditors conform to the Public Sector Internal Audit Standards
- Review the external auditor's annual planning document and approve the planned audit approach.

- Receive reports (assignment reports, annual reports, management letters etc.) from the external auditor, internal auditor and other bodies, for example the ESFA, and consider any issues raised, the associated management response and action plans. Where deemed appropriate, refer reports to the Board for information or action
- Ensure an appropriate, reasonable and timely response to findings by auditors, taking opportunities to strengthen financial management and control
- Regularly monitor outstanding audit recommendations from whatever source and ensure any delays to agreed implementation dates are reasonable
- Review the Trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately
- Consider any additional services delivered by the external auditor, internal auditor or other assurance provider and ensure appropriate independence is maintained
- Ensure appropriate cooperation and coordination of the work of the external auditor and internal auditor
- Review the teachers' pension scheme audit
- Produce an annual report for the Board of Directors and Accounting Officer which should include the Committee's advice on the effectiveness of the Trust's risk management, control and governance processes and any significant matters arising from the work of the of the financial statements auditor and the internal audit service.
- Identify and manage all risks to the Trust, agreeing a programme of work to address, advising the Board on its adequacy and effectiveness

## Finance

Subject to the detailed requirements of the current Academies Financial Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider and advise the Board on the following specific matters:

- Three-year financial plan, including annual estimates of income, expenditure and financial forecast for the Trust and its schools, including the budgetary impact of projected numbers of pupils and top slice percentage contribution for constituent schools
- Monitor the revenue finances of the Trust and its schools, advising the Board on progress towards achieving its financial objectives
- Scrutinise and approve policies relating to finance, staffing and buildings, including Health and Safety, capitalisation, depreciation, treasury management, investment and borrowing;
  - Financial Regulations
  - Accounting
  - Investment (to manage control and track financial expose and ensure value for money)
  - Competitive Tendering
  - Acceptance of gifts, hospitality, award, prizes or other benefit policy and register
  - Staff Expenses
  - Finance
  - Governor allowances
  - Lettings
  - Records retention
  - Master Funding Statement
  - Trust Financial Statement year ending
  - Value for money statement
- The acquisition or disposal of land to be used by the schools;
- The financial elements of the Risk Management Policy including Health and Safety, buildings and insurance
- The management accounts of the Trust, and to advise the Board on the year end accounts
- Strategic matters with financial implications concerning sponsorship of Academies
- Annual review of the Trust's Financial Regulations
- Consider any relevant legal and contractual documentation operating within the Articles of Association, Scheme of Delegation, Funding Agreement and Financial Regulations;
- Monitor policies in relation to non-educational services such as Human Resources, publicity and marketing and to agree changes as necessary;
- Monitor actual budget position for the Trust and its constituent schools in relation to the projected position at least six times a year to include budget setting, 3 months, 7 months, 9 months and year end.
- Scrutinise annual letters to Trusts' Accounting Officers from ESFA's accounting officer about the accountability framework, ensuring any actions are effectively implemented to strengthen the Trust's systems
- Scrutinise school's budget variances reported by Local Governing Bodies.
- Hold Accounting Officer and Chief Financial Officer to account for ensuring the effective implementation and operation of financial procedures for the Trust, ensuring financial probity.

- Hold Accounting Officer and Chief Financial Officer to account for ensuring information submitted to DfE and/or EFSA that affects income, including pupil number returns and funding claims completed by the Trust and its constituent schools, is accurate, timely, and in compliance with funding criteria.
- Scrutinise pupil numbers from each of the Trust's constituent schools to prioritise appropriate marketing
- Recommend the appointment of an external company to provide and internal audit service to provide an independent assurance to the Board of Directors of the control processes that are in place
- Determine the allocation of each school's budget share based on recommendations from CFO and TFM
- Scrutinise outcomes from successful Trust bids for additional funding.
- The Chair of the Committee in association with the Chief Executive Officer and Trust Business Manager have decisions delegated to them to authorise the purchase of goods and services between £30001 and £30000 upon scrutiny of three written quotations
- In the case of awarding of contracts that are likely to exceed £50000, the Committee as a body acting with the CEO and TBM shall be fully consulted before any such contracts are awarded. Formal tendering procedures will be following for contracts exceeding £50000
- Through rigorous scrutiny, provide assurance to the Board of Directors that all financial risks are adequately identified and managed.
- Ensure the Trust has adequate insurance cover to support its activities as an employer, including employers' liability insurance, fidelity insurance, trustee indemnity and public liability insurance
- To recommend levels of financial delegation to the Trust Senior Leaders, including discretionary awards.
- Research and make use of any available financial benchmarking information when scrutinising allocation of funding within budgets.
- Monitor aged debtors on an annual basis
- Review the reserve levels of the Trust annually and make recommendation to the Board of Directors

#### Staffing and Pay

- Scrutinise and make annual recommendation to the Board of Directors, that the Trust's personnel structure makes the most effective use of resources, is affordable and offers the best possible educational outcomes for the forthcoming academic year
- Determine the pay range and/or group size for Trust Leadership Team proportional to the Trust size and each post holder's permanent responsibilities/accountabilities either to which they will be appointed or following benchmarking of a job description
- The Committee Chair will sit on the recruitment panel for either the CEO or CFO
- One member of the Committee will sit on the recruitment panel for a Headteacher
- Hold oversight of the pay and conditions of service of all Trust employees
- Ensure procedures are in place to ensure that Trust employees are paid for work done in accordance with their contracts of employment and that pay decisions are fair, transparent and equitable
- Ensure that appraisal meetings for the Trust Leadership Team are carried out in compliance with the Trust's Appraisal Policy
- Determine the annual budget for pay and any uplift to be applied to the Trust's pay scales for all Trust employees
  - Affordability of pay awards each year
  - Specific remuneration for Trust Leadership Team
- Scrutinise and approve pay recommendation for the Chief Executive Officer and Chief Financial Officer against pre-established goals and performance and an appropriate peer group, considering new performance targets, goals and objectives at the commencement of the relevant period, recording the reasons for pay decisions taken
- Routinely review and approve any changes to the CEO's job description, ensuring this happens whenever the configuration, makeup and membership of the Trust changes
- Scrutinise and approve pay recommendation for Headteachers based on recommendation from the CEO
- Apply the criteria set out in the Trust's Pay Policy and consider fully the recommendations made by the CEO in relation to different staff groups
- report summary information regarding pay decisions to the full Trust Board as required
- Scrutinise the use of all discretionary awards.
- Consider the financial impact of early retirement on grounds of ill health.
- Scrutinise any proposal from the CEO for restructure or redundancy, considering the potential financial impact of restructure and redundancy prior to making recommendation of action to the Board.
- Advise the Board of any compensation (including pension benefits) which may be payable in the event of early termination of the employment of Trust Leadership staff members with the broad aim of: avoiding rewarding poor performance and dealing fairly with cases where early termination is not due to poor performance
- Maintain an overview of staff statistics and trends and impact on the Trust
- Approval of the Trust's payroll provider
  - Delegate a member of the committee to monitor the payroll on a sample basis at least twice per year

- Scrutinise, monitor the effectiveness of and approve all staff policies including:
  - Pay
  - Appraisal
  - Capability
  - Code of Conduct
  - Discipline and conduct
  - Absence and ill health
  - Special Leave
  - Redundancy and restructure
  - Bullying and harassment
  - Grievance
  - Whistleblowing
  - Statement of procedures for dealing with allegation of abuse against staff
  - Positive Handling
  - Lone working
  - Safer recruitment
  - Central record and recruitment of vetting checks
  - Flexible working
  - Induction
  - Probation
  - Working from home
  - Staff well-being

### Trust Business Plan

- establish and monitor KPIs about the performance of the external auditor, internal auditor or other assurance provider
- To hold CEO to account for progress towards achieving key performance indicators in the Trust's Business Plan
  - Ensure financial stability by achieving balanced budgets
  - Maintain an outward facing focus
  - School Improvement Plans linking to the Trust Business Plan

### **Administration**

- Members of the Finance and Staffing Committee and Clerk to the Committee are appointed by the Board of Directors. The Committee will consist of at least three Directors plus the CEO. The Board will ensure Finance and Staffing Committee members have the necessary knowledge, financial skills and effective behaviours to properly fulfil the Committee functions.
- The formation of, and subsequent recruitment to, the Committee should be based on the skills, knowledge and behaviours set out in 'A Competency Framework for Governance 2017 2C/D/E Financial frameworks and accountability' (see appendix 1a) and a skills audit as produced by The Key for Governors (see Appendix 1b).
- Trust staff may be Committee members but should not participate as members when audit matters are discussed; they may remain in attendance to provide information and participate in discussions.
- The Committee will meet at least four times per year. The Chair or any two members may call a meeting.
- The CEO and CFO will be ex officio members of the Committee. The CEO and CFO will be excluded when pay matters relating to themselves are to be considered. The CFO has no voting rights
- The Chair of the Committee will be appointed annually and will not be a member of any other committee. The CEO may not act as Chair of the Committee. If the Chair is absent from a meeting the Committee shall choose another member to act as Chair for that meeting.
- The Chair of the Committee will sit on any recruitment panel for a new CEO.
- The Finance Manager or other members of the Trust's staff may be invited to attend but will have no voting rights.
- The Committee will be quorate will be quorate if at least two members (or at least one third if greater) of those members eligible to vote are present.
- Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- Administrative support will be provided by the Clerk to the Board. However, the Clerk can be requested to withdraw from that part of any meeting where information of a highly sensitive or confidential nature is being discussed, with one of the committee members will act as a temporary Clerk to minute the proceedings of the committee or a deputy may attend.
- Agendas will be agreed in advance by the Chair of Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

- The will Clerk produce timely draft minutes of each meeting identifying:
- Decisions made
  - Recommendations to the Board of Directors
  - items for further discussion by the Board of Directors
  - confidential items
- The Chair approves the draft minutes of each meeting within 7 days, in order that the Clerk can publish them to a specified shared area prior to the next scheduled meeting of the Board
- The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- The outcome of the Committee's work should inform the governance statement that accompanies the Trust's annual accounts and, so far as is possible, provide assurance to external auditors.
- The Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall first happen).
- The Board must not add to these terms of reference responsibilities that require the Committee to adopt an executive role, or its members to offer professional advice to the Board. The Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Governors and co-optees and only within their terms of reference.
- The external auditor may request a meeting if he or she considers one necessary.
- Communicate educational matters of Trust wide significance with the Board of Directors and constituent schools in a timely manner commensurate with the importance of the information.

**Directors of the Finance and Staffing Committee**

These are the skills, knowledge and behaviours which enable the Finance and Staffing Committee on behalf of the Board of Directors to ensure that the Trust is in a strong and sustainable financial position to achieve its strategic goals. It is about ensuring the sustained financial health and efficiency of the whole Trust. The competencies required ensures that the Committee can make sufficiently informed and effective decisions on the use of resources and allocation of funds to improve outcomes for children. It also ensures that public money is utilised efficiently and in the best interest of the Trust. The knowledge and behaviours required by the Committee to oversee Chief Executive Officer in their responsibility to ensure that the Trust has the right staff who are managed and incentivised to perform to the best of their abilities.

**Knowledge**

- The financial policies and procedures of the Trust, including its funding arrangements, funding streams and its mechanisms for ensuring financial accountability
- The Trust's internal control processes and how these are used to monitor spend and ensure propriety to secure value for public money
- The financial health and efficiency of the Trust and how this compares with similar organisations locally and nationally
- The Trust's process for resource allocation and the importance of focussing allocations on impact and outcomes
- The importance of setting and agreeing a viable financial strategy and plan which ensure sustainability and solvency
- How the Trust receives funding through for SEND and disadvantaged pupils and other grants e.g. primary sport funding, how these are spent and how spending has an impact on pupil outcomes
- The budget setting, audit requirements and timescales for the organisation and checks that they are followed
- The principles of budget management and how these are used in the organisation
- The Trust's annual expenditure on staff and resource and any data which this can be benchmarked against
- How staff are recruited to the Trust and how this compares to good recruitment and retention practice
- How staff performance management is used throughout the Trust in line with strategic goals and priorities and how this links to the criteria for staff pay progression, objective setting and development planning
- The remuneration system for all groups of staff across the Trust
- The Trusts' current financial health and efficiency and how this compares with similar organisations both locally and nationally
- Human resource (HR) education policy and the Trust's processes in relation to teachers' and support staff's pay and conditions and the role of governance in staffing reviews, restructuring and due diligence

**Skills and effective behaviours**

- A basic understanding of financial management to ensure the integrity of financial information received by the Board of Directors and to establish robust financial controls
- Assimilates the financial implications of Trust priorities and use this knowledge to make decisions about allocating current and future funding
- Interprets financial data and asks informed questions about income, expenditure and resource allocation and alignment with the strategic plan priorities
- Ensures that the staffing and leadership structures are fit for purpose
- Takes full responsibility for maintaining, updating and implementing a robust and considered pay policy
- Feels confident in approving and applying the system for performance management of the Chief Executive Officer
- Identifies and considers the budgetary implication of pay decisions for all groups of staff and considers these in the context of the spending plan
- Pays due regard to ensuring that all groups of staff can have a satisfactory work life balance
- Detailed financial knowledge and experience, which is appropriate for the scale of the Trust, to provide advice and guidance to the Board of Directors
- Monitors the outcome of pay decisions, including the extent to which all groups of staff may progress at different rates. Checks that processes operate fairly

Skills audit for Finance Directors based on the DfE competency framework: Part 2 (The Key for School Governors)

Financial frameworks and accountability			
Do you understand...?	Yes	No	Unsure
The Trust's financial policies, funding arrangements and methods of assuring financial accountability			
The Trust's internal control processes, and how value for money is secured			
The Trust's financial health and efficiency, and how it compares with other schools			
Can you...?			
Be confident in the financial information you receive			
Interpret budget monitoring information, and communicate this to others			
Take part in financial self-evaluation activities			
Rigorously question how the school is approaching financial efficiency			
Financial management and monitoring			
Do you understand...?	Yes	No	Unsure
How the Trust's receives funding, and how this funding is spent			
The importance of a robust financial strategy and plans to ensure sustainability			
How the Trust's allocates resources, and how these translate into outcomes for pupils			
How the budget is set and monitored			
Can you...?			
Make decisions about funding, based on the Trust's priorities			
Interpret data relating to finances			
Ask informed questions about income and spending			
Staffing and performance management			
Do you understand...?	Yes	No	Unsure
What the Trust spends on staffing, and how to benchmark this against other schools			
How staff are recruited			
How staff performance management and pay progression works in the Trust's			
Can you...?			
Ensure that staffing structures are fit for purpose			
Take responsibility for maintaining a robust pay policy			
Be confident in how you apply procedures to the performance management of senior staff			
Identify how pay decisions will affect the budget			
Have due regard to the work-life balance of staff			

## Appendix 6 – Standards Committee Terms of Reference

The Board of Directors hereby resolves to establish a committee to be known as the Standards Committee. It is responsible for matters relating to the curriculum, teaching and learning, assessment, SEND, disadvantaged children, and educational outcomes.

The Clerk to the Board of Directors is the Clerk to the Committee.

The Committee will adhere to the current recommended guidance and spirit of both the Governance Handbook and A Competency Framework for Governance.

The Chief Executive Officer (CEO) normally attends meetings of the Committee.

The Clerk circulates minutes of meetings of the Standards Committee to the Board of Directors.

The Board of Directors has determined that the Committee meets three times per year. Agendas will include as follows:

- Scrutiny of schools' performance in comparison to national outcomes from the previous academic year (October)
- Scrutiny of schools' end of term 2 data for all year groups (February)
- Scrutiny of schools' end of term 4 data for all year groups (May)

### Authority

The Board of Directors delegates scrutiny and oversight to the Standards Committee to advise the Board on matters relating to the Trust's curriculum, quality and standards.

The Standards Committee has the following delegated responsibilities: -

- Scrutiny of schools' performance in comparison to national expectations and outcomes both in-year, at end of year and at the end of each key stage
- Scrutiny of the schools' quality of teaching and learning
- Investigate any activity within its terms of reference
- Seek any information it requires from Local Governing Bodies and external advisers
- Hold CEO to account for progress towards achieving relevant key performance indicators in the Trust's Business Plan

The Committee is responsible to the Trust Board. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation and delegated powers.

The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Director, governor, Committees, Trust employees, any assurance provider or third parties.

The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO and/or Chair of the Trust Board.

The Committee is authorised to act where there may be concerns

### Duties

On behalf of the Board of Directors, the functions of the Standards Committee are to: -

1. Ensure scrutiny and oversight of the educational performance of all Trust schools, to include any recommendations to the Board of Directors
2. Hold the Chief Executive Officer to account for ensuring that there are systems and processes in all Trust schools to evaluate the progress and attainment of all pupils, both in-year and in comparison, to national expectations.
3. Scrutinise and make recommendations to the Board of Directors concerning pupil achievement and attendance and Trust improvement aspects of the Trust's Business Plan
4. Provide the Board of Directors with accurate minutes of all committee activity
5. Review the effectiveness of the Trust's internal monitoring and evaluation system established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic and effective manner.

In addition: -

- The outcome of the Committee's work should be congruent with any external evaluation of an individual school's performance
- Conduct an annual review of these terms of reference, reporting the outcomes and recommendations to the Board of Directors
- Scrutinise and approve all policies relating to standards

The specific responsibilities of the Standards Committee are as follows:

#### Curriculum

- Ensure that all Trust schools have a curriculum that is relevant, broad and balanced for all children and follows National Curriculum requirements
- Ensure that every conceivable opportunity is taken to provide life changing educational enhancement activities both curricular and extra-curricular for all children
- To be informed by the CEO of any significant changes to any Trust school's curriculum and the implications for staffing
- To receive curriculum complaints and exemptions to National Curriculum
- Scrutinise, monitor the effectiveness of and approve all standards policies including:
  - SEND
  - Early Years Foundation Stage (EYFS)
  - educational visits and journeys
  - Teaching and Learning
  - collective worship and religious education
  - charging for curricular and extra-curricular activities
  - Sex and Relationship Education

#### Teaching and Learning

- To hold the CEO to account in ensuring that all teaching is good or better by using a range of indicators including triangulation of internal data, monitoring, work scrutiny and pupil voice
- To ensure that all teachers and teaching assistants have access to a range of relevant professional development opportunities, linked to school priorities, appraisal and current practice

#### Assessment

- To ensure effective systems and processes are in place to accurately assess the progress and attainment of all children

#### SEND and Disadvantaged Children

- To ensure that provision meets the needs of all disadvantaged children
- To robustly monitor the impact and effectiveness of funding to support SEND and disadvantaged children

#### Outcomes for Pupils

- To scrutinise all Trust school's performance in comparison to national expectations and outcomes both in-year, at end of year and at the end of each key stage
- To scrutinise all Trust school's reports in relation to their school's priorities

#### Attendance and Exclusions

- To scrutinise all Trust school's attendance in comparison to national expectations and outcomes both in-year and at end of year, to include persistent absence and disadvantaged children
- To examine all Trust school's fixed term and permanent exclusion statistics

#### Trust Business Plan

- To hold CEO to account for progress towards achieving key performance indicators in the Trust's Business Plan
  - School improvement and practice, policies and procedures
  - Maintain an outward facing focus

#### Self-Assessment

- To receive information on curriculum and quality issues for all the Trust's schools
- To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Quality Improvement Plans and strategies

- To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each school

## Administration

- Members of the Standards Committee and Clerk to the Committee are appointed by the Board of Directors. The Committee will consist of at least three Directors plus the CEO. The Board will ensure Standards Committee members have the necessary knowledge, skills and effective behaviours to properly fulfil the Committee functions.
- The formation of, and subsequent recruitment to, the Committee should be based on the skills, knowledge and behaviours set out in 'A Competency Framework for Governance 2017 2C/D/E Financial frameworks and accountability' (see appendix 1a) and a skills audit as produced by The Key for Governors (see Appendix 1b).
- The Committee will meet at least three times per year
- The Chair of the Committee will be appointed annually and will not be a member of any other committee. The CEO may not act as Chair of the Committee. If the Chair is absent from a meeting the Committee shall choose another member to act as Chair for that meeting.
- The Committee will be quorate if at least two members (or at least one third if greater) of those members eligible to vote are present.
- Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- Administrative support will be provided by the Clerk to the Board. However, the Clerk can be requested to withdraw from that part of any meeting where information of a highly sensitive or confidential nature is being discussed, with one of the committee members will act as a temporary Clerk to minute the proceedings of the committee or a deputy may attend.
- Agendas will be agreed in advance by the Chair of Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- The will Clerk produce timely draft minutes of each meeting identifying:
  - Decisions made
  - Recommendations to the Board of Directors
  - items for further discussion by the Board of Directors
  - confidential items
- The Chair approves the draft minutes of each meeting within 7 days, in order that the Clerk can publish them to a specified shared area prior to the next scheduled meeting of the Board
- The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- The Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall first happen).
- The Board must not add to these terms of reference responsibilities that require the Committee to adopt an executive role, or its members to offer professional advice to the Board. The Committee should seek formal professional opinions if required. Advice should only be given in Committee members' capacity as Governors and co-optees and only within their terms of reference.
- Communicate educational matters of Trust wide significance with the Board of Directors and constituent schools in a timely manner commensurate with the importance of the information.

## **Directors of the Committee**

These are the skills, knowledge and behaviours which enable the Standards Committee on behalf of the Board of Directors to ensure that the Trust is in a strong and sustainable position to achieve its strategic goals. These competencies enable the Standards Committee to know that the information that they are receiving about the educational performance of children and young people is accurate, to challenge appropriately where necessary and to hold leaders to account for improving outcomes for all young people. Holding leaders to account is about establishing clear expectations, ensuring clear lines of responsibility, putting in place systems for monitoring appropriately, ensuring evaluation and acting in response to that evaluation

Committee members are required to develop specific knowledge to allow the monitoring of school performance and improvement. It will also assist them in holding leaders to account.

### **Knowledge**

- The importance and impact of high-quality teaching to improving outcomes and the systems, techniques and strategies used to measure teaching quality, pupil progress and attainment
- The importance of a broad and balanced curriculum
- The rationale for the chosen curriculum and how this both promotes the ethos of the organisation and meets the needs of the pupils/students
- The relevant national standards for the phase and type of education and how these are used for accountability and benchmarking
- The relevant statutory testing and assessment regime
- The purposes and principles of assessment outlined in the final report of the Commission on Assessment Without Levels.
- The rationale behind the assessment system being used to monitor and measure pupil progress in the organisation
- The key principles, drivers and cycle of school improvement
- The relevant indicators for monitoring behaviour and safety including information about admissions, exclusions, behaviour incidents, bullying and complaints
- The role of behaviour in maintaining a safe environment and promoting learning
- questions leaders on how the in-school assessment system in use effectively supports the attainment and progress of all pupils, including those with a Special Educational Need or Disability (SEND)
- The requirements relating to the education of children with Special Educational Needs and Disabilities (SEND)
- The requirements relating to the safeguarding of children in education including the Prevent duty
- The duties and responsibilities in relation to health and safety in education
- The DfE performance tables and school comparison tool
- Analysing Schools Performance (ASP) for school and pupil data
- The evidence bases that data is derived from e.g. pupil attainment and progress data and how it is collected, quality assured and monitored across the organisation
- The context of the school and in relation to other schools
- information about attendance and exclusions in the school, local area and nationally
- The importance of triangulating information about pupil progress and attainment with other evidence including information from, executive leaders (e.g. lesson observations, work scrutiny and learning walks), stakeholders including parents, pupils, staff) and external information (benchmarks, peer reviews, external experts)
- Reviews and analyses a broad range of information and data to spot trends and patterns

### **Skills and effective behaviours**

- Establishes clear expectations for Trust Leadership Team in relation to the process of educational improvement and intended outcomes
- Defines the range and format of information and data they need to hold executive leaders to account
- Seeks evidence from executive leaders to demonstrate the appropriateness and potential impact of proposed improvement initiatives
- Questions leaders on how the in-school assessment system in use effectively supports the attainment and progress of all pupils, including those with a Special Educational Need or Disability (SEND)
- Is confident in their challenge to Trust Leadership Team, on strategies for monitoring and improving the behaviour and safety of pupils/students
- Analyses and interprets data to evaluate performance of groups of pupils/students
- Analyses and interprets progression and destination data to understand where young people are moving on to after leaving the organisation

- Uses published data to understand better which areas of school performance need improvement and can identify any further data that is required
- Questions leaders on whether they are collecting the right data to inform their assessment and challenges appropriately when data collection is not adding value.
- Challenges senior leaders to ensure that the collection of assessment data is purposeful, efficient and valid.
- Reviews and analyses a broad range of information and data to spot trends and patterns

## Skills audit for Standards Directors based on the DfE competency framework: Part 2 (The Key for School Governors)

Educational improvement			
Do you understand...?	Yes	No	Unsure
How teaching and learning is evaluated in your school			
The importance of a broad and balanced curriculum			
How the curriculum in your school promotes the school's ethos and values			
Relevant national standards and assessment systems for your school			
The rationale behind your school's assessment procedures			
How behaviour and safety are monitored in your school			
Can you...?			
Set expectations for school improvement with your school leadership team (SLT)			
Let your SLT know what data you need to fulfil your role			
Request evidence of the effectiveness of proposed improvement initiatives			

Rigorous analysis of data			
Do you understand...?	Yes	No	Unsure
The DfE's performance tables and school comparison tool			
Analyse School Performance (ASP) for school and pupil data			
Your school's context on a local and national basis			
Where the data you receive comes from and is quality assured			
Information about attendance and exclusion in your school			
How you should use a range of sources of information, such as guidance parents or staff members			
Can you...?			
Analyse and interpret data to evaluate how pupils in your school are performing			
Use data to inform decisions about school improvement			

	Yes	No	Unsure
Challenge the SLT to ensure that the data you receive is valuable and efficiently collected			

<b>External accountability</b>			
<b>Do you understand...?</b>	Yes	No	Unsure
The purpose of formal scrutiny and accountability (for example, by Ofsted)			
How national performance measures are monitored and reported, and the minimum standards at which intervention is triggered			
<b>Can you...?</b>			
Ensure appropriate structures are in place to support external scrutiny			
Ensure that the board is open and accessible to members of the school community			
Use your understanding of data to inform responses to external scrutiny			