

# Scheme of Delegation

## 2023/24



### Key points and summary

This document outlines:

- The requirements of the Articles of Association regarding delegation;
- The principles of decision making within the Trust;
- The Scheme of Delegation within the Trust; and
- The respective roles of the Members, Trustees, Local Governing Bodies, and the CEO/Principal of Woodhouse College .

The Trust uses the terms:

- Members to describe individuals who have the right to vote at General Meetings held in accordance with the Articles of Association;
- Trustees to describe individuals who have the right to vote at Board meetings of the Frontier Learning Trust and who are registered as Directors at Companies House;
- Governors to describe individuals who have the right to vote at Local Governing Body meetings; and
- CEO/Principal for the individual leading Woodhouse College and who is the Chief Executive Officer and Accounting Officer for the Trust.
- Headteacher for the individual leading the Imperial College London Maths School (ICLMS).

Policy owner	Beth Holmes – Clerk to the Trustees
Policy created by	David Groves
Reviewed by	Search & Governance Committee
Date reviewed	11/12/2023
Approved by	Board of Trustees*
Date approved	12/12/2022
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Responsibility for review	Beth Holmes

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## **1. Introduction and statement of intent**

1. As a charitable company limited by guarantee, Frontier Learning Trust (“the Trust”) is governed by a Board of Trustees (the “Trustees”) who are responsible for, and oversee, the management and administration of the Trust and the schools run by the Trust. This Scheme of Delegation applies to all schools (which are legally academy schools) for which the Trust is responsible (the “Schools”). Any reference to “the Schools” in this Scheme of Delegation refers to all the academy schools within the Trust.
2. This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Schools, the respective roles and responsibilities of Members, Trustees, Governors and executive postholders and the commitments to each other to ensure the success of the Trust.
3. This Scheme of Delegation has been approved by the Trustees in accordance with the provisions of the Trust’s Articles of Association (“the Articles”).
4. The Trust believes that:
  - a. Members of the Trust should appoint effective Trustees and hold them to account for the performance of the Trust;
  - b. The Board of Trustees will focus upon:
    - i. Culture of the Trust, including learning between schools;
    - ii. Strategy and priorities for the Trust;
    - iii. Policies and procedures that apply across the Trust;
    - iv. Financial and resource management;
    - v. Effectiveness of governance, leadership and performance at Trust schools;
    - vi. Compliance with legal or contractual requirements, including safeguarding, health and safety, HR, equalities, and the approach to risk identification and management.
  - c. A Local Governing Body will focus upon educational provision and performance, operational management, and community engagement at the school that it is responsible for;
  - d. Operational and managerial decisions should be delegated to the CEO/Principal and Headteacher; and
  - e. The CEO/Principal and Headteacher should delegate operational decisions among their staff with a view to keeping decision-making as close as possible to the operational impacts.

## **2. Scope and Applicability**

5. This policy outlines the framework for decision making within the Trust. It applies to all Members, Trustees, Governors, and staff.
6. This document is reviewed annually for approval, with further revisions during an academic year if required.

## **3. The Articles of Association**

7. Appendix One details the relevant articles from the Articles of Association regarding delegations and committees.

## **4. Responsibilities under the Policy**

8. Appendix Four outlines the expectations of Members, Trustees, and Governors.

## Members

9. The Members are the guardians of the constitution and charitable object of the Trust. The key roles of the Members are to:
- Ensure that the Members individually and collectively have the skills, expertise and involvement to fulfil their role, and remove / appoint Members as required (in accordance with Appendix Four) to enable Members to make effective decisions – complying with the expectations set out in Appendix Four;
  - Appoint Trustees who have the skills, knowledge and experience to enable the Board to fulfil its obligations effectively, and if necessary remove Trustees, in accordance with the Articles of Association;
  - Hold the Chair of Trustees to account for the performance of the Board (besides the Member who is Chair of Trustees), and expect the Chair to manage the other Trustees effectively;
  - Approve any changes to the Articles of Association;
  - Ensure that the charitable objects of the Trust as set out in Articles of Association are met and that income and property of Trust are only used to promote these objects;
  - Take part in annual and general meetings;
  - Within this Trust, approve any decisions for a school to join or leave the Trust; and
  - Establish clear and effective lines of communication with the Trustees in order to effectively undertake Members' responsibilities.
10. The Articles require at least three members, and state that Imperial College London can appoint one Member. The Trust has five Members, one of whom would be the Chair of the Board of Trustees. The Members elect a Chair at each General Meeting (in accordance with Article 25 but who within FLT would not be the Chair of Trustees). Having five Members ensures enough Members can take decisions via special resolution without requiring unanimity (75% agreement required) and facilitate majority decisions for ordinary resolutions.

## Board of Trustees

11. In accordance with Article 93, the Board of Trustees is able to exercise all of the powers of the Academy Trust. It is accountable for the academic, financial, and operational performance of the Trust. This Scheme of Delegation sets out how responsibility for achieving high performance is delegated.
12. The Trustees collectively, as the Board of Trustees, oversee the management and administration of the Trust and the schools operated by the Trust. Each Trustee is registered as a company director with Companies House, and each Trustee must comply with the legal obligations of Trustees and Directors as set out in the box below. The Board collectively is accountable to the Members and external bodies such as the Secretary of State for Education. Pursuant to the Funding Agreement, they are required to have systems in place to ensure they have full oversight of quality, safety and good practice of the affairs of the Trust.

<p>Trustee responsibilities are to:</p> <ul style="list-style-type: none"><li>• ensure the charity is carrying out its purposes for the public benefit;</li><li>• comply with the charity's governing document and the law;</li><li>• act in the charity's best interests;</li><li>• manage the charity's resources responsibly;</li><li>• act with reasonable care and skill; and</li><li>• ensure the charity is accountable</li></ul>	<p>Director responsibilities are to:</p> <ul style="list-style-type: none"><li>• act within their powers;</li><li>• promote the success of the company;</li><li>• exercise independent judgment;</li><li>• exercise reasonable care, skill and diligence;</li><li>• avoid conflicts of interest;</li><li>• not to accept benefits from third parties; and</li><li>• declare any interest in proposed transactions or arrangements.</li></ul>
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The number and composition of Trustees is set out in the Articles of Association: CEO, up to 10 appointed by the Members, up to 3 appointed by Imperial College London, and any co-opted Trustees.

### **Committees and sub-committees**

13. The Board of Trustees shall establish the following committees in accordance with the Articles of Association:
  - a. Audit & Compliance Committee;
  - b. Remuneration Committee;
  - c. Search & Governance Committee;
  - d. Finance & Operations Committee;
  - e. Local Governing Body for Woodhouse College; and
  - f. Local Governing Body for the Imperial College London Maths School (ICLMS).
14. The Terms of Reference for each committee is outlined in Appendix Two. Appendix Three outlines Panels that will be convened as required.

### **Local Governing Bodies**

15. A Local Governing Body (LGB) will focus upon educational provision and performance, operational management, and community engagement at the school(s) that it oversees.
16. The purpose of the LGB is set out in the Terms of Reference for a LGB (Appendix Two).
17. LGBs may only establish standing sub-committees with the permission of the Board of Trustees but may establish time-limited Working Groups with appropriate terms of reference and membership.

### **CEO/Principal of Woodhouse College**

18. The CEO/Principal of Woodhouse College is responsible for the internal organisation, management and control of their school, for advising on and implementing the Trust's strategic framework, for the implementation of all policies approved by the Trustees or LGB and for the direction of the teaching and the curriculum within the Trust. For these purposes the Trustees shall delegate those powers and functions required by the CEO/Principal of Woodhouse College .
19. The CEO/Principal of Woodhouse College will formulate aims and objectives and policies and targets for the LGB and Trustees to consider, and to report to the LGB on progress in accordance with a schedule drawn up annually with the Chair of the LGB. The CEO/Principal of Woodhouse College will work closely with the Senior Leadership Team to this end.
20. The CEO/Principal of Woodhouse College and staff are accountable to governors and Trustees for the Trust's performance, and governors and Trustees will be prepared to explain their decisions and actions to anyone who has a legitimate interest. This may include staff, students and parents as well as the Secretary of State.
21. The CEO/Principal of Woodhouse College will comply with any reasonable direction by the Board or LGB (in that order).
22. The CEO/Principal of Woodhouse College will agree and monitor appropriate delegations of authority with other staff.

23. The Board must designate a named individual as its Accounting Officer. The Accounting Officer is responsible to the Board for the overall management of the Trust and personally responsible to Parliament for the resources under their control. Sugra Alibhai is the Accounting Officer.

### **Chief Finance Officer**

24. In accordance with the requirements of the Academies Financial Handbook, the Trust shall appoint a Chief Finance Officer (CFO) to lead the Finance Department. Claire Mugridge is the CFO.

## **5. Appendices**

Appendix One: Articles of Association

Appendix Two: Committee Terms of Reference

Appendix Three: Panels

Appendix Four: Requirements of Members, Trustees, and Governors

Appendix Five: Decision and Responsibility Matrix

Appendix Six: Summary of Financial Delegations

## Appendix One: Articles of Association

The following are the relevant clauses from the Articles of Association that outline what can, and cannot, be delegated.

- Article 93: “Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company.”
- Article 100: “Subject to these Articles, the Trustees:
  - may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and
  - may establish any other committee.”
- Article 101: “Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.”
- Article 105: “The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer/Principal, Headteacher or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose and may be revoked or altered.”
- Article 105A: “A Trustee, committee (including any Local Governing Body), the Chief Executive Officer/Principal, Headteacher or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered.”
- Article 106: “Where any power or function of the Trustees has been exercised by any committee (including any Local Governing Body), any Trustee, the Chief Executive Officer/Principal, Headteacher or Principals or any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.”
- Article 107: “The Trustees shall appoint the Chief Executive Officer and the CEO/Principals of the Academies. The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and the CEO/ Principal, Headteacher for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees) and for the direction of the teaching and curriculum at the Academies.”



## Appendix Two: Committee Terms of Reference

### General notes

All committees have the following responsibilities. To:

- receive reports about matters relating to any of the issues listed in their Terms of Reference;
- contribute to, monitor and evaluate relevant parts of the academy or Trust self-assessment and improvement / development plans;
- contribute to, monitor and evaluate the policies allocated to them, reporting or making recommendations to the LGB or Board of Trustees as appropriate;
- consider recommendations from relevant external reviews for example audit or Ofsted review, to agree the actions needed to address any issues identified and to monitor and evaluate regularly the implementation of any plan agreed, reporting or making recommendations to the LGB or Board of Trustees as appropriate;
- consider the views of students when these have been sought;
- consider the impact on equality & diversity, and act with regard to the equality duty at all times;
- act in accordance with the requirements of the Articles of Association, Funding Agreements, statutory DfE guidance, and the Nolan principles of public life at all times;
- take appropriate action on any other relevant matter.

### The General Equality Duty

In accordance with the Equality Act, whereby the Academy Trust is a public body, all committees must have due regard to the need to:

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

The following are the protected characteristics within the Equality Act:

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

### Nolan 7 principles of public life

1. Selflessness – holders of public office should act solely in terms of the public interest.
2. Integrity – holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. Objectivity – holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability – holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. Openness – holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
6. Honesty – holders of public office should be truthful.
7. Leadership – holders of public office should exhibit these principles in their own behaviours. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

### **Equality, Diversity and Inclusion with FLT Governance**

The equality, diversity and inclusion of the Member, Trustee and LGB boards shall be considered as part of the recruitment process and emphasis shall be given to seek interest from under-represented groups.

## **a) Board of Trustees**

### **Purpose**

The Board of Trustees is accountable for the performance of the Trust.

The Board of Trustees shall ensure focus upon the core functions of governance as defined by the DfE:

- 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; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

The Board will exercise reasonable skill and care in carrying out its duties.

### **Membership, Meetings and Quorum**

**Membership:** As set out in Articles 46 and 58 of the Articles of Association; there must be a minimum of three Trustees.

**Term of Office:** The term of office for all Trustees (except the CEO) is four years. Trustees are eligible for reappointment, although it is expected that Trustees would not serve more than the equivalent of three full terms (12 years) other than in exceptional circumstances specifically approved by the Members.

**Quorum:** As set out in Articles 117 and 119 of the Articles of Association (generally the higher of 3 Trustees or 1/3 of eligible Trustees rounded up; 2/3 rounded up if voting to remove the Chair or a Trustee).

**Meetings:** Article 109 of the Articles of Association requires at least three a year.

**Eligibility:** As set out in the Articles of Association.

**Conflicts of Interest:** Managed as set out in the Articles of Association and Trust policy.

**Chair and Vice-Chair:** Elected at the final meeting of an academic year to take effect from 1 September for the following academic year. The Chair and Vice-Chair must not be employees of the Trust. It is expected that an individual would be Chair for no longer than 8 years other than in exceptional circumstances.

### **Trustee expertise and appointment process**

The Board expects Members (and Trustees when co-opting Trustees) to appoint individuals who between them have many of the following skills / experiences:

- Leadership / governance of post 16 and / or secondary education and / or SEND;
- Financial management / oversight, accountant / auditor;
- Procurement / commercial expertise;
- Property management / capital project / construction;
- Human resources;
- Law;
- Broader children's' services (including safeguarding);
- Marketing / communications;
- Programme / change management;
- Non-executive / governance experience; and
- Local community expertise.

In addition:

- all Trustees must demonstrate the attributes outlined in the Person Specification element of the Role Description (set out in Appendix 4); and

- the recruitment process shall reflect the commitment of the Trust to equality, diversity and inclusion within its governance arrangements as set out at the beginning of Appendix 2.

### **Under-Performance and Removal of Trustees**

The expectations for Trustees are outlined in the Governance Code of Conduct which is completed by individual Trustees each year. If there are concerns regarding the performance of a Trustee, these should be raised directly with the Chair, who would then contact the individual to discuss the concerns. The Chair should also inform the appointing body, which would be Imperial College London or the Members of FLT, that there is an issue around performance. If the Trustee wishes to remain on the Board, then a marked improvement must be seen. However, if there is no change, then the appointed body would remove them.

### **Reserved Decisions**

The following are Reserved Decisions whereby the Board of Trustees would make the final decision and authority will not be delegated to any Committee or individual:

- Approval of the vision and strategy for the Trust;
- Approval of the annual budget for the Trust, including the budget for each school;
- Approval of the accounts for the previous financial year and Annual Report, including any required Letters of Representation or governance statements;
- Approval of acquisition or disposal of freehold or leasehold interests in land;
- Approval of any changes to staff terms and conditions;
- Approval of any proposals for other schools to join the Trust (whether these are existing schools or new schools)\*;
- Approval of any proposals for a school to leave the Trust\*;
- Appointment of the CEO/Principal / Headteacher/ Vice Principals, Chief Finance Officer, Clerk to the Board of Trustees/Company Secretary on the advice of the appropriate selection panel; and
- Approval of the policies that require Board of Trustees approval.

\* These decisions would also require the approval of the Members.

### **Terms of Reference**

The Board will make strategic and key financial / operational decisions to enable the Trust to perform as effectively and efficiently as possible. The Board will make decisions and receive monitoring / evaluation reports (with actions / decisions as necessary) regarding:

- The governance, leadership and management of the Trust, including the effective deployment of resources (including money, staff, and infrastructure such as site / buildings and IT);
- The performance of the Trust, including targets and measures of educational, financial, and operational performance; and
- The compliance of the Trust with its legal and contractual obligations, including safeguarding (including Prevent), health and safety, equalities, and the approach to risk identification and management.

### **Chair's Action**

In accordance with Article 102 of the Articles of Association it is recommended that in the event that the Chair, or Vice Chair if the Chair is unavailable, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, any school within the Trust, any student or their parent or a person who works at the Trust, then they may exercise any function of the Company which can be delegated to an individual or any function relating to the exclusion of students.

Any Chair Action decisions must be reported to the next Board meeting.

## **b) Audit & Compliance Committee of the Board of Trustees**

### **Purpose**

The role of the Audit & Compliance Committee is to maintain an oversight of the Trust's compliance with statutory and contractual obligations, and to maintain an oversight of the governance, risk management, internal control and value for money frameworks.

### **Membership, Meetings & Quorum**

The membership will consist of at least three Trustees, excluding the Chair of Trustees and the Accounting Officer who may not be members of the Committee. Each LGB may nominate a Governor to have a standing right of attendance as an Associate Member, and the Committee may appoint additional Associate Members. Associate Members do not have voting rights on the Committee. The Committee may co-opt up to two external members, subject to Trustees always comprising more than 50% of the total membership of the Committee.

The Committee will be quorate if two trustees are present and more than 50% of voting members present are Trustees.

The Committee will meet at least 3 times per year.

The clerk for this committee will be appointed by the Board of Trustees.

Term of Office:

- Trustees: Annual; the Search & Governance Committee will confirm members of all committees at its summer meeting for following academic year.
- External Members: Annual; the Committee would confirm appointment at its first meeting of the academic year for a term until the first meeting of the following academic year. Individuals appointed during an academic year would be appointed to the first meeting of the following academic year.
- Associate Members appointed by the Committee: Annual; the Committee would confirm appointment at its first meeting of the academic year for a term until the first meeting of the following academic year. Individuals appointed during an academic year would be appointed to the first meeting of the following academic year.

All external members must comply with the provisions within the Articles of Association for eligibility as if they were Trustees of the Trust.

All external members of the Committee must declare conflicts of interest in accordance with the Articles of Association as if they were Trustees of the Trust and in accordance with Trust policy.

### **Terms of Reference**

The duties of the Audit & Compliance Committee are to:

#### Audit

1. Advise the Members on the appointment following procurement or the dismissal of the external and regularity auditor ("external auditor");
2. Approve the re-appointment of the external auditor following their initial appointment by the Members, subject to a requirement to re-tender the service at least every five years (or to recommend re-tendering at a shorter interval if that is appropriate);
3. Receive a presentation from the external auditor on the Annual Report and Financial Statements and recommend these to the Board for approval.
4. Meet with the external auditor, without management present, at least annually;
5. Approve and oversee the arrangements for internal audit, including the appointment of the internal audit provider and their work programme;

6. Receive all reports from the external auditor, internal audit, from any other external contractors commissioned by the Trust in the area of compliance, and reports or information from other bodies, for example the ESFA and NAO, and consider any issues raised, the associated management response and action plans;

#### Compliance

1. Monitor Health and Safety arrangements and compliance, including any notifications to external organisations such as the HSE;
2. Monitor GDPR arrangements and compliance, , including notifications to Information Commissioners Office;
3. Monitor compliance with statutory or Funding Agreement requirements;
4. Annually review and approve the Trust's Finance Policy.

#### Risk

1. Consider the appropriate tolerance of risk across the Trust's activities and advise the Board as appropriate;
2. Identify and investigate potential risks that – if realised – would have a material impact upon the Trust's operations or performance;
3. Monitor and review the approach to risk assessment across the breadth of the Trust's activity, ensuring that appropriate procedures are in place and being followed;
4. Monitor and review the Trust risk register, ensuring that appropriate management controls are in place to reduce risks once identified;
5. Ensuring that each school has, maintains and responds to its own risk register, and that there is appropriate escalation of key school risks to the Trust risk register;

#### General

1. Advise the Board of Trustees and Accounting Officer on the adequacy and effectiveness of the Trust's governance, compliance, risk assessment and management, and internal control systems / frameworks;
2. Monitor outstanding audit and inspection recommendations (including Health and Safety) from whatever source and ensure any delays to implementation dates are reasonable;
3. Monitor allegations and incidents of fraud or irregularity;
4. Monitor the management of potential conflicts of interest;
5. Review, recommend and approve policies, including Health and Safety, Fraud, Risk Management, GDPR, Whistleblowing and Finance.
6. To receive regular updates around the cyber security measures in place, (as the Board delegated the Committee responsibility for this on 11 December 2023) and receive updates on cyber attacks that have taken places, along with lessons learnt.

Within its purpose, and so long as it is compliant with the Articles, this Governance Framework and the Scheme of Delegation, so long as it does not undermine a decision of the Board of Trustees, the Committee may make any decision necessary to ensure compliance and the effectiveness of the Trust. The Committee may make a recommendation to the Board about any topic.

## **c) Search & Governance Committee of the Board of Trustees**

### **Purpose**

The role of the Search & Governance Committee is to ensure that the governance structures are effective and that appropriate individuals are recruited and developed.

### **Membership, Meetings and Quorum**

Membership: Chair of Trustees, Vice Chair of Trustees, Chair of Audit & Compliance, Chair of Remuneration, Chair of Finance & Operations, CEO and, as Associate Members, the Chair of each LGB.

The Chair and Vice Chair of Trustees shall also serve as Chair and Vice Chair of the Search & Governance Committee.

The Search & Governance Committee will confirm members of all committees at its summer meeting for following academic year.

The Committee will be quorate if three members are present and more than 50% of members present are Trustees.

The Committee will meet at least twice each year.

The clerk for this committee will be appointed by the Board of Trustees.

### **Terms of Reference**

The duties of the Search & Governance Committee are to:

- Lead the search and selection of Governors and Trustees and make recommendations to the appointing body.
- Ensure Governors and Trustees are suitable for their roles;
- Monitor policies relating to governance and recommend changes where appropriate (including the Scheme of Delegation);
- Oversee the skills audit of existing Governors and Trustees, to inform development needs and recruitment priorities;
- Oversee the Board's self-evaluation, including proposals to improve the effectiveness of the Committee and/or of the Trust's governance;
- Oversee the governance training and development programme, including induction;
- Oversee the evaluation of governance within the Trust, including recommendations for future priorities.

## **c) Finance & Operations Committee of the Board of Trustees**

### **Purpose**

The role of the Finance & Operations is to challenge the use of financial resources, ensuring value for money, monitor personnel and staffing issues and consider the planning, maintenance and development of the estate.

### **Membership, Meetings and Quorum**

Membership: The membership will consist of at least three Trustees, in addition to the Chair of Trustees and the Accounting Officer. The Committee may appoint additional Associate Members. Associate Members do not have voting rights on the Committee. The Committee may co-opt up to two external members, subject to Trustees always comprising more than 50% of the total membership of the Committee. No member of staff will serve on the Committee, other than the Accounting Officer.

The Search & Governance Committee will confirm members of all committees at its summer meeting for following academic year

The Committee will be quorate if three trustees are present and more than 50% of voting members present are Trustees.

The Committee will meet at least 3 times per year.

The clerk for this committee will be appointed by the Board of Trustees.

### **Terms of Reference**

The duties of the Finance & Operations Committee are to:

- Review and challenge the management accounts, to the period ending on the last complete month;
- Discuss and recommend to the Board annual and 3-year budgets for the Trust.
- Receive regular updates on the Trading Company and the work of its Board.
- Consider the latest personnel report, including details of vacancies, long-term absences (with financial implications) and performance management;
- Discuss property strategy, routine maintenance and capital projects.
- Oversee and approve capital projects (in line with the Finance Policy).
- Oversee assets including reviewing the fixed asset register.
- Review financial information, such as cashflow forecasts and the level of reserves to ensure that the Trust remains a going concern.
- Review of school benchmarking data and financial KPIs.



## **d) Remuneration Committee of the Board of Trustees**

### **Purpose**

The Committee is responsible for determining the remuneration of the CEO/Principal of Woodhouse College, Deputy CEO/Senior Vice-Principal, ICLMS Headteacher and Clerk.

### **Membership, Meetings and Quorum**

Membership: At least 3 Trustees, excluding the Chair of Trustees, Chair of the Audit & Compliance Committee and any Trustees who are employees of the Trust. However, the Chair of Trustees may be in attendance as an observer.

The Search & Governance Committee will confirm members of all committees at its summer meeting for following academic year

Quorum: 3 Trustees who are entitled to vote.

The Committee will meet once a year.

### **Terms of Reference**

The Committee will annually review the appraisals and determine the remuneration, in accordance with Trust policy, of the CEO/Principal of Woodhouse College, Deputy CEO/Senior Vice-Principal, ICLMS Headteacher and Clerk.

The Committee will report to the Board annually to confirm that it has undertaken its duty.

To lead on the recruitment of the CEO/Principal or Headteacher, as required.

## e) Local Governing Body

A Local Governing Body (LGB) will focus upon educational provision and performance, operational management, and community engagement at the school(s) that it oversees. Whilst Local Governing Bodies will receive safeguarding data within the Principal's and Headteacher's reports, this will be for information only as the responsibility for the monitoring of safeguarding remains with the Board of Trustees.

A LGB is collectively accountable to the Trustees for effective oversight of its school, and is accountable for decisions that it makes under delegated authority from the Trustees.

### Purpose

The purpose of the LGB is to:

- Provide challenge and support to leadership;
- Consider the curriculum and ensure that it has appropriate intent, implementation and impact;
- Monitor performance (including through self-evaluation) so that pupil progress and outcomes are maximised;
- Approve the College/School Improvement Plan and monitor its implementation to ensure that provision continues to improve;
- Monitor effectiveness of policy and procedures relating to safeguarding, SEND / vulnerable pupils / inclusion and either amend procedure / practice to improve effectiveness and / or to make recommendations to the Board of Trustees as appropriate;
- Establish procedures for receiving the views of the school community and for being accountable to that community;
- Monitor operational management of the school, including the establishment and timely review of local policies and procedures; and
- Make decisions in accordance with Appendices Five and Six.

### Membership, Meetings & Quorum

Membership: As approved by the Board. The LGB may invite other members of staff to attend in a non-voting capacity. There must always be at least two governors who were, at the time of their appointment, parents of students at the school. If the LGB is unable to recruit parent governors in two consecutive processes of seeking nominations, the Board shall be entitled to appoint individuals in the accordance with Articles 54A and 56.

The following LGB structure will apply:

Woodhouse LGB	<ul style="list-style-type: none"><li>• 1 CEO/Principal of Woodhouse College (ex-officio)</li><li>• 2 staff – one teaching and one support staff</li><li>• 1 upper sixth parent</li><li>• 1 lower sixth parent</li><li>• Up to 5 appointed by the Board</li><li>• Up to 2 Co-opted by the LGB</li></ul>
ICLMS LGB	<ul style="list-style-type: none"><li>• 1 Headteacher (ex-officio) (from appointment)</li><li>• 1 staff</li><li>• 1 upper sixth parent</li><li>• 1 lower sixth parent</li><li>• Up to 3 appointed by the Board</li><li>• Up to 2 appointed by Imperial College London</li><li>• Up to 2 Co-opted by the LGB</li></ul>

The LGB expects the Board or Imperial College London when appointing Governors, and itself when co-opting Governors, to appoint individuals who between them have the following skills / experiences:

- Educational leadership / governance expertise, ideally secondary / post 16 / SEND
- Expertise in other public services delivering to our community (i.e. health, students' services)
- Financial understanding
- Local community knowledge and expertise

This list is not exhaustive. In addition:

- all Governors must demonstrate the attributes outlined in the Person Specification element of the Role Description (set out in Appendix 4); and
- The diversity of the Member, Trustee and LGB boards shall be considered as part of the recruitment process and emphasis shall be given to seek interest from under-represented groups.

Appointment of Governors:

- Headteacher – ex-officio
- Parents: Parent governors shall be appointed by the following process:
  - Seeking nominations from all parents;
  - If there are fewer nominations than vacancies, the nominees are appointed by the LGB, and the LGB then seeks to appoint additional parents as parent governors to fill any vacancies (posts can be held vacant until the following term where the LGB considers this appropriate, such as to enable parents of an incoming year group to be eligible);
  - If there are more nominations than vacancies, an election will be held where the parents / carers of each child attending the school on the date that the election starts are entitled to vote (one vote per parent) for the shortlisted nominees. The nominee with the largest number of votes will be appointed by the LGB. If there was more than one vacancy this process shall be repeated until all vacancies are filled (i.e. if two vacancies, the two nominees with the most votes shall be appointed).
- Staff: The staff governors shall be appointed by the following process:
  - Seeking nominations from the respective body, with all relevant groups of staff (being defined based upon the pension scheme that the member of staff would be eligible to join) employed by the Trust at the relevant school on the date of notice seeking nominations eligible to self-nominate;
  - If there are the same number or fewer nomination(s) as there are vacancies, those nominee(s) are appointed by the LGB. If there remains a vacancy due to a lack of nominees, the LGB may approach and, with their consent, appoint an eligible individual;
  - If there are more nominations than vacancies, an election will be held whereby every member of the relevant group of staff employed by the Trust at the school overseen by the LGB on the date that the election starts would be entitled to vote (one vote per individual) for the nominees. The nominee with the largest number of votes will be appointed by the LGB.
- LGB Co-opted: Co-opted by ordinary decision of those Governors who are not themselves co-opted based on the skills / experience that is required by the LGB to ensure its effectiveness.
- Board appointed: Appointed by ordinary resolution of the Board based on the skills / experience that is required by the LGB to ensure its effectiveness.

Term of office:

- Headteacher / Head of School: Ex-officio
- Parent Governors: 2 years
- Staff Governors: 4 years
- LGB Co-opted: LGB to specify a term of no longer than 4 years

- Board or Imperial appointed: 4 years. The Board may remove a 'Board appointed governor' at any time (even during their term of office) if they believe that the person has not adequately fulfilled the role of Governor. Likewise, Imperial College London may remove a Governor who it appointed.

All Governors will be eligible for re-election or re-appointment, although it is expected that Governors would not serve more than the equivalent of three full terms (12 years) other than in exceptional circumstances specifically approved by the Trustees. An LGB may decide to appoint a former parent Governor as a Community Governor if they have a vacancy at the appropriate time.

All Governors must comply with the provisions within the Articles of Association for eligibility as if they were Trustees of the Trust.

Governors of the school must declare conflicts of interest in accordance with the Articles of Association and Trust policy as if they were Trustees of the Trust.

The LGB will meet at least 3 times per year.

Meetings of the LGB will be quorate if 5 or one-half of Governors are present (whichever is the greater); this provision applies to every part of the meeting.

Each Governor shall have one vote and shall be able to vote by proxy if they have notified the Chair in advance of their views. All decisions require a majority of the persons present and entitled to vote. The Chair will have a second and casting vote if necessary. Resolutions can be passed in writing, signed by all eligible Governors, and this will be as effective as if the resolution had been passed at a meeting.

Chair and Vice-Chair: Elected by the LGB at the first meeting each school year. The Chair and Vice-Chair must not be employees of the Trust. It is expected that an individual would be Chair for no longer than 8 years other than in exceptional circumstances specifically approved by the Trustees.

The clerk for the LGB will be appointed by the Board of Trustees.

### **Terms of Reference – Woodhouse College LGB**

Subject to the provisions of the Articles, this Scheme of Delegation and the Reserved Decisions, the LGB may make any decision necessary to provide high quality education within the school. The objectives of the LGB are to ensure that:

- Student performance, progress and outcomes are maximised;
- Resources of the school are used effectively; and
- The school complies with statutory regulations and the Funding Agreements.

Specifically, the LGB is to:

- 1) Approve the College Improvement Plan and monitor its implementation, ensuring that it focuses upon:
  - a) Maintaining and, where necessary, improving the quality of teaching;
  - b) Narrowing any identified gaps in performance, be these subjects or particular groups of students (including SEND and vulnerable students);
  - c) Continuous Professional Development of staff;
- 2) Approve the College Self-Assessment Report, prior to its submission to Ofsted.
- 3) Consider the curriculum and monitor its delivery (including intent, implementation and impact);
- 4) Recommend educational targets to the Board of Trustees and, once approved, monitor progress towards those targets;

- 5) Determine and oversee the admissions policy and arrangements in accordance with admissions law and DfE codes of practice;
- 6) Consider a 'student experience' item at each meeting, such as such as mental health & wellbeing, teaching & learning, the curriculum & extra-curricular activities and employability & progression.
- 7) Monitor the implementation of Trust and school policies, including behaviour, attendance, exclusions and safeguarding, and revise or recommend changes to improve effectiveness in accordance with this Scheme of Delegation;
- 8) Monitor the well-being of students and staff;
- 9) Monitor staff and financial resources in accordance with this Scheme of Delegation;
- 10) Ensure that Governors have the appropriate skills and knowledge to perform their role, including undertaking training as required; and
- 11) Review and adopt policies in accordance with this Scheme of Delegation.

The LGB shall function without standing committees.

A LGB may set up a Working Group, where appropriate, to explore or oversee a time-limited project or issue. At the time of its establishment, the LGB shall establish Terms of Reference for the Working Group, including membership and any delegated authority (if it is to have delegated authority, the majority of individuals on the Working Group and at any meeting making a decision must be Governors, there must be three Governors present at any meeting making decisions).

The LGB may make a recommendation to the Board (or an appropriate committee of the Board) about any topic.

#### **Terms of Reference – ICLMS**

**(To be agreed by the ICLMS LGB at its Autumn meeting)** Potentially to include...

1. Approve the School Improvement Plan and monitor its implementation, ensuring that it focuses upon:
  - Maintaining and, where necessary, improving the quality of teaching;
  - Narrowing any identified gaps in performance, be these subjects or particular groups of students (including SEND and vulnerable students);
  - Outreach and widening participation
  - Continuous Professional Development of staff;
2. Approve the School Evaluation Form prior to its submission to Ofsted.
3. Consider the curriculum and monitor its delivery (including intent, implementation and impact);
4. Recommend educational targets to the Board of Trustees and, once approved, monitor progress towards those targets;
5. Determine and oversee the admissions policy and arrangements in accordance with admissions law and DfE codes of practice;
6. Consider a 'student experience' item at each meeting, such as mental health & wellbeing, teaching & learning, the curriculum & extra-curricular activities and employability & progression.
7. Monitor the implementation of Trust and school policies, including behaviour, attendance, exclusions and safeguarding, and revise or recommend changes to improve effectiveness in accordance with this Scheme of Delegation;
8. Monitor the well-being of students and staff;
9. Monitor staff and financial resources in accordance with this Scheme of Delegation;
10. Ensure that Governors have the appropriate skills and knowledge to perform their role, including undertaking training as required; and
11. Review and adopt policies in accordance with this Scheme of Delegation.

## Appendix Three: Panels

The following Panels may be convened as required and are expected to generally function at LGB level:

1. Complaints Panel – convened as required and subsequent report to the next LGB meeting, including any lessons learned for the school and / or recommendations for policies or procedures.
2. Employment Appeals Panels – convened as required for grievance, dismissal, or dismissal appeal hearings and report and report to the next LGB / Board meeting as appropriate, including any lessons learned for the school and / or recommendations for policies or procedures.
3. Student Exclusions Panel – convened as required and report to the next LGB meeting, including any lessons learned for the school and / or recommendations for policies or procedures.

In each situation, the Panel will include the appropriate number of Governors (as specified in the relevant policy or, if not specified, three Governors) who have not previously been involved with the incident and have no prior knowledge of the incident concerned. For complaint hearings, the panel shall include an individual who is independent from the management and running of any school within the Trust.

Each Panel will have an appropriately qualified clerk.

The Panel will follow procedures as set down in the relevant policy or as set out in law as appropriate.

If a second or appeal panel is required, this shall include three different Governors.

If a CEO/Principal of Woodhouse College is the subject of the staffing issue or complaint, the roles above undertaken by governors will instead be undertaken by Trustees.

The following Panels may be convened as required and are expected to generally function at Board level:

4. CEO/Principal of Woodhouse College / Deputy Headteacher appointment Panel – convened as required and report to the next Board meeting as appropriate, including any lessons learned for the school and / or recommendations for policies or procedures.

## **Appendix Four: Expectations of Members, Trustees, and Governors**

### **The Role of a Member**

The Members are the guardians of the constitution and charitable object of the Academy Trust.

The Members are guarantors of the Academy Trust (liable for up to £10 if the Trust becomes insolvent).

Their main role is to appoint (and, if necessary, remove) Trustees, but they also have to approve certain decisions in accordance with company law, such as changes to the name of the Academy Trust and the Articles of Association.

### **Number of Members**

In accordance with DfE policy, the Trust intends to have five Members, save for any periods between one Member leaving and a new Member joining. In accordance with the Articles (Article 12):

- Imperial College shall be entitled to appoint one Member; and
- The Chair of the Board of Trustees shall be a Member.

Members do not have a set Term of Office (except the individual who is a Member by virtue of being the Chair of Trustees who is only a Member as long as they hold that role).

### **Appointment of Members**

When the Members collectively or Imperial College London are appointing Member(s), they shall seek individuals who meet the Person Specification set out below, and they may specify particular skills or experiences that would enhance the capacity and expertise of the Members overall. The recruitment process shall reflect the commitment of the Trust to equality, diversity and inclusion within its governance arrangements as set out at the beginning of Appendix 2.

Where there is a vacancy or a need to appoint Member(s) and there is no known suitable candidate (someone who has sufficient knowledge of the Trust yet is independent from its Board of Trustees and Senior Leadership Team), the Search and Governance Committee will consider the most appropriate process for raising awareness of the role and evaluating potential individuals.

### **Obligations of Members (or those representing corporate Members)**

To use their skills, knowledge, and experience to:

1. Ensure that Members are actively involved in their decision making, including that General Meetings are quorate, and that Members who are inactive and so hinder the ability of Members to act are removed;
2. Appoint additional suitable individuals as Members in accordance with the Articles of Association to ensure that there are at least five Members. Where there is a vacancy amongst the Members, the Members shall consult with the Board of Trustees about the skills / experience / knowledge that a new Member should have given the needs and priorities of the Academy Trust prior to making any appointment;
3. Remove Members in accordance with Article 16 of the Articles of Association, in accordance with other provisions of the Articles (such as Article 12 requiring there to be not less than three members, and Article 12A which prevents any employee being a Member) and in accordance with prevailing DfE policy;

4. Appoint individuals as Trustees in accordance with the Articles of Association who bring skills, knowledge and / or experience to the Board of Trustees that will improve the ability of the Board to lead the Trust effectively. When there is a vacancy for a Member appointed Trustee, the Board will undertake a skills and experience audit, identify the skills / experience desired in a new Trustee in order for the Board to have appropriate skills to meet its obligations / responsibilities and to deliver the medium term strategy for the Trust, and identify a suitable shortlist of candidates. The Members will then interview and appoint the individual that they consider to be most appropriate;
5. Remove Member appointed Trustees where they cease to be eligible to remain as Trustees in accordance with the Articles of Association;
6. Review performance of the Board of Trustees, including Member appointed Trustees, and challenge, and if necessary remove, Member appointed Trustees where those individuals have not, in accordance with the Articles or in the reasonable opinion of the Members, contributed sufficiently to the leadership of the Trust;
7. Consider requests from the Board for decisions reserved to Members (such as changing the name of the Trust, changing the Articles of Association of the Trust); and
8. Challenge the strategy and performance of the Board through General Meetings.

### **Requirements of Members (or those representing corporate Members)**

The five requirements of Members are to:

1. To understand the strategy of the Trust and the broader educational context that it is operating within;
2. To understand the requirements of the Member role and appoint suitable individuals as Members, or remove Members if necessary;
3. To understand the requirements of the Trustee role and appoint suitable individuals as Member appointed Trustees, or remove Member appointed Trustees if necessary. Members are expected to take account of the skills, knowledge and experience already on the Board when appointing Trustees, and also to consider the skills that are most necessary in order to deliver the strategy of the Trust;
4. To attend General Meetings, and ensure that they have read any associated reports in advance and so are able to contribute effectively; and
5. To be involved in other processes that require Member decisions, whether by General Meeting or written resolution.

### **Likely Time Commitment for Members (or those representing corporate Members)**

In terms of the time commitment, it is likely to be:

1. Attendance at two scheduled General Meetings a year.
2. Involvement in processes for appointing or removing Members or Trustees, which may involve attending a General Meeting or completion of written resolutions – this is likely to have a limited time requirement.
3. Involvement in other processes that require Member resolutions – this is likely to have a limited time requirement.

### **Person Specification for Members**

An effective Member will demonstrate:

1. A commitment to securing the best educational outcomes for all students;
2. A commitment to the vision, values, and objectives of the Trust;
3. A commitment to the legal duties, responsibilities and liabilities of being a member and adhering to Nolan's seven principles of public life;
4. An ability to question effectively and to use information to inform effective decision making;



5. Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
6. Understanding of the role of a Member and experience of non-executive governance;
7. An ability to appoint effective Trustees, with appropriate skill sets, to ensure the success of the Trust; and
8. The decisiveness to remove Trustees where they are ineffective.

## **The Role of a Trustee**

The individuals on the Board of Trustees are called Trustees (while the individuals on a Local Governing Body are called Governors).

The Board of Trustees is accountable for the performance of the Trust. It is responsible for the leadership of the Trust, and for establishing delegations to LGBs and to Headteachers for the day to day operational management of the schools within the Trust.

The Terms of Reference for the Board of Trustees, including decisions that the Board will retain responsibility for, is provided in Appendix Two.

The Board will ensure that it exercises reasonable skill and care in carrying out its duties.

The role of a Trustee is not to manage operations – that is the role of senior staff; the role of Trustees is to set strategy and hold senior staff to account for delivery of that strategy and performance (including compliance).

The Board of Trustees is a corporate body, which means:

- No Trustee can act on their own without proper authority from the Board of Trustees;
- All Trustees carry equal and collective responsibility for decisions made; and
- The overriding concern of all Trustees is to the success of the Trust overall.

## **Obligations of Trustees**

It is important that Trustees understand their responsibilities under company and charity law, as well as the role of being the legal Governing Body for all schools within the Trust. The responsibilities under company and charity law are summarised in paragraph 12 of the Scheme of Delegation.

The latest version of the DfE 'Governance Handbook' (<https://www.gov.uk/government/publications/governance-handbook>) identifies the three key roles of the Governing Body as being:

1. Ensuring clarity of vision, ethos and strategic direction;
2. Holding the headteacher to account for the educational performance of the school and its students, and the performance management of staff; and
3. Overseeing the financial performance of the school and making sure its money is well spent.

## **Requirements of Trustees**

There are four key requirements for each Trustee:

### **Be compliant**

1. Ensure that they are, and remain, compliant with the requirements of the Articles of Association and DfE regarding eligibility to be a Trustee.
2. Ensure that they at all times comply with these expectations for Trustees, as set out in the Governance Code of Conduct.
3. Ensure that they comply with policies of the Academy Trust that apply to Trustees, including the Scheme of Delegation, the Financial Procedures, and the policy and practice regarding conflicts of interest.

### **Be prepared**

1. Get to know the Trust through reading, discussion, and meeting the CEO/Principal/Headteacher and Chair of Trustees.

2. Read the legal framework for the Trust and the operations of the Trust by reading material issued to them (Articles of Association, Funding Agreement, Scheme of Delegation, Ofsted inspection framework) and seek clarification where necessary.
3. Reading educational news articles in the press.
4. Commit to training and development opportunities organised by or through the Trust.

### **Actively participate**

1. Attend meetings of the Board of Trustees, and any committees or working groups that they are part of.
2. Read all papers for meetings in advance of the meetings and then ask questions that are either clarifications or that aid further understanding of the issues and so help discussion about the decisions required.
3. Contribute at meetings, ensuring that they speak, act, and vote for what they believe to be the best interests of the Trust.

### **Act appropriately**

1. Work as a member of a team.
2. Respect confidentiality of information and opinions and the need for the Board to have in-depth and private discussions.
3. Act within the framework of the policies of the Trust and its legal obligations.
4. Respect all Board decisions and support them in public.

### **The role of the Chair of Trustees**

The Chair of Trustees has a key strategic role. In addition to the obligations and requirements upon all Trustees that are outlined above, the Chair of Trustees will:

1. Meet with the CEO/Principal of Woodhouse College of Woodhouse College monthly to understand current performance, issues and opportunities;
2. Be available for the CEO/Principal of Woodhouse College as required in the event of urgent situations, and – where necessary – authorise Chair's Action;
3. Liaise with the CEO/Principal of Woodhouse College and Clerk to set the agenda for Board meetings and to ensure that decisions taken at meetings are implemented and that actions are undertaken \*;
4. Support the CEO/Principal of Woodhouse College in engagement with partners \*;
5. Support the CEO/Principal of Woodhouse College in engaging with schools that may join the Trust \*;
6. With the CEO/Principal of Woodhouse College, lead engagement with the Members, including regarding any vacancies on the Board to ensure that Members' understand the necessary skills / knowledge / experience that the Board requires;
7. Meet with each new Trustee as part of their induction and ensure that they are able to quickly add value to the Board;

Items marked with an asterisk (\*) may be undertaken by or with the Vice Chair by agreement. All items may be undertaken by the Vice Chair in the absence of the Chair.

### **Specific Trustee roles**

There are a number of roles that require individual Trustee's to undertake:

1. Chair of the Board – to lead the Board of Trustees and the Search & Governance Committee, to support and challenge the CEO/Principal of Woodhouse College, to be responsible for relationships with major partners.
2. Chair of Audit & Compliance Committee – to lead the Committee in ensuring that adequate inspection and audit regimes are in place to ensure the Trust meets its statutory and contractual obligations; to consider the key risks facing the Trust.

3. Safeguarding – to review child protection issues / cases, to ensure that statutory and Trust policies are being followed and contribute to reviews of Trust policies to ensure that they remain effective, and understand and challenge the Trust’s relationship with external agencies.
4. Finance – to lead the understanding of the Trust’s budget and challenge the effectiveness and efficiency of the use of the Trust’s financial resources in supporting the objectives of the Trust.

### **Likely Time Commitment for Trustees**

In terms of the time commitment, for those Trustees other than those with specific roles it is likely to be:

- Attendance at approximately six Board or Committee meetings as well as one optional meeting a year with the Members;
- Attendance at any additional ad-hoc Trustee meetings required during the year;
- Attendance at the Annual Strategy & Training Event;
- Attendance at any necessary Trustee Panels – these are set up as required and are not expected to be required often; and
- The CEO/Principal of Woodhouse College may request attendance from Trustees at events for staff or students and Trustees are encouraged to attend if possible.

### **Person Specification for Trustees**

An effective Trustee will demonstrate:

- A commitment to securing the best educational outcomes for all students;
- A commitment to the vision, values, and objectives of the Trust;
- Understanding of the role of a Trustee and experience of non-executive governance;
- A commitment to the legal duties, responsibilities and liabilities of being a Trustee and adhering to Nolan’s seven principles of public life;
- Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
- An ability to evaluate and make use of a wide range of information and data, to question effectively in a manner that encourages reflection and helps move discussion forward
- Impartial and evidence-based decision making;
- The capacity to develop specific knowledge and understanding of the Trust and its community;
- A sense of fairness;
- A commitment to equalities;
- Tact and diplomacy;
- An ability to work as a member of a team;
- An ability to respect confidentiality; and
- A commitment to participate in training and self-evaluation.

## **The Role of a Governor**

The individuals on a Local Governing Body are called Governors (while the individuals on the Board of Trustees are called Trustees).

The Local Governing Body is collectively accountable to the Trustees for the performance of the school that it oversees and is accountable for decisions that it makes under delegated authority from the Trustees.

The Terms of Reference for a Local Governing Body, including the purpose of the LGB, is provided in Appendix Two.

The role of a Governor is not to:

- Manage operations – that is the role of the Headteacher and senior staff; the role of Governors is to set strategy and hold the Headteacher to account for delivery of that strategy and performance.
- Assess the quality of teaching, or the quality of individual staff – that is the role of the Headteacher through teaching and learning and performance management processes; the role of Governors is to ensure that students are making appropriate progress and that educational and HR policies are appropriate and being implemented.

## **Requirements of Governors**

There are four key requirements for each Governor:

### **Be compliant**

1. Ensure that they are, and remain, compliant with the requirements of the Articles of Association and DfE regarding eligibility to be a Trustee as if they were a Trustee.
2. Ensure that they at all times comply with these expectations for Governors, as set out in the Governance Code of Conduct.
3. Ensure that they comply with policies of the Academy Trust that apply to Governors, including the Scheme of Delegation, the Financial Procedures, and the policy and practice regarding conflicts of interest.

### **Be prepared**

1. Get to know the school through reading, discussion, and meeting the Headteacher and Chair of Governors.
2. Read the legal framework for the school and the operations of the Trust by reading material issued (Articles of Association, Funding Agreement, Scheme of Delegation, Ofsted inspection framework) and seek clarification where necessary.
3. Reading educational news articles in the press.
4. Commit to training and development opportunities organised by or through the Trust.

### **Actively participate**

1. Attend meetings of the Local Governing Body, and any working groups that they are part of.
2. Read all papers for meetings in advance of the meetings and ask questions that are either clarifications or that aid further understanding of the issues and so help discussion about the decisions required.
3. Contribute at meetings, ensuring that they speak, act, and vote for what they believe to be the best interests of the school (while some Governors are elected by a particular part of our community, the responsibility of all Governors is to the school as a whole).

### **Act appropriately**

1. Work as a member of a team.
2. Respect confidentiality of information and opinions and the need for the LGB to have in-depth and private discussions.
3. Act within the framework of the policies of the Trustees, Local Governing Body and legal requirements.
4. Respect all Local Governing Body decisions and support them in public.

### **The role of the Chair of Governors**

The Chair of Governors has a key role within the LGB. In addition to the obligations and requirements upon all Governors that are outlined above, the Chair of Governors will:

1. Meet with and be available for the Headteacher to understand current performance, issues and opportunities as well as in the event of urgent situations (Note: this role to link with Chair of Trustees);
2. Liaise with the Headteacher and Clerk to set the agenda for LGB meetings and to ensure that decisions taken at meetings are implemented and that actions are undertaken;
3. With the Headteacher, lead engagement with the Trustees, including regarding any Board appointed vacancies on the LGB to ensure that Trustees' understand the necessary skills / knowledge / experience that the LGB requires;
4. Meet with each new Governor as part of their induction and ensure that they are able to quickly add value to the LGB;
5. Be part of the Search and Governance Committee.

### **Specific Governor roles**

There are a number of specific roles that individual governors are required to undertake, as detailed below. These roles involve developing a greater understanding of a particular aspect of school life. The Governor will be expected to meet relevant staff and ask questions and seek evidence to ensure that policies and procedures are being followed and that performance is as reported to the LGB / Board and is acceptable.

- Chair of the LGB – to manage the LGB and Governors, to support and challenge the Headteacher, to represent the school to parents and staff, and to liaise with the Board of Trustees.
- Safeguarding – to review child protection issues / cases, to ensure that statutory and Trust policies are being followed, and contribute to reviews of policies to ensure that they remain effective.
- Equality, diversity and inclusion - to lead the Governing Body's monitoring of equality, diversity and inclusion regarding all aspects of the Trust's work and operations and in the formation of appropriate strategies to improve performance in these areas.

### **Likely Time Commitment for Governors**

In terms of the time commitment, for those Governors besides those with specific roles, it is likely to be:

- 3 full LGB meetings a year;
- Attendance at the Annual Strategy & Training Event;
- Attendance at any necessary Governor Panels (such as for staff or student matters) – these are set up as required and are not expected to be required often; and
- The Headteacher may request attendance from Governors at events for staff or students and Governors are encouraged to attend if possible.

## **Person Specification for Governors**

An effective Governor will demonstrate:

- A commitment to securing the best educational outcomes for all students;
- A commitment to the vision, values, and objectives of the Trust and school;
- Understanding of the role of a Governor and experience of non-executive governance;
- A commitment to the legal duties, responsibilities and liabilities of being a member and adhering to Nolan's seven principles of public life;
- Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
- An ability to evaluate and make use of a wide range of information and data, to question effectively in a manner that encourages reflection and helps move discussion forward
- Impartial and evidence based decision making;
- The capacity to develop specific knowledge and understanding of the school and its community;
- A sense of fairness;
- A commitment to equalities;
- Tact and diplomacy;
- An ability to work as a member of a team;
- An ability to respect confidentiality; and
- A commitment to participate in training and self-evaluation.

## Appendix Five: Decision and Responsibility Matrix

This Appendix sets out significant decisions and responsibilities. For each thematic section, text introduces the philosophy and ethos of the Trust, which sets the context for the subsequent decisions / accountabilities.

The key to the table is:

**Mbrs** – Members of the Multi Academy Trust

**BoT** – Board of Trustees or a committee with delegated powers

**LGB** – Local Governing Body with delegated powers

**AO** – Accounting Officer

**HT** – Principal / Headteacher of an academy within the Trust

**CFO** – Chief Finance Officer via the Accounting Officer

A = Accountable via delegated powers from Board of Trustees

R = Responsible for undertaking the activity and reporting to the accountable individual / Committee

C = Consulted

I = Informed

Note: Actions taken by a properly constituted committee, or delegated to an individual director or to CEO / Headteacher, are taken on behalf of the Board of Trustees.



## Governance

The Board is accountable for all decisions of the Trust, and the performance of all schools within the Trust. The AO is accountable to the Board for the effective use of public funds. Each LGB and Headteacher is responsible for the performance of their school(s).

The Board of Trustees approves the Scheme of Delegation for the Trust, and this details the committee structure along with terms of reference and membership, and outlines who is able to make what decisions (including approving policies). The Scheme of Delegation is reviewed at least annually. The Scheme of Delegation allows for the Trustees to vary the delegation to each LGB or office holder in response to the performance of and risk associated with that school.

Each committee (such as Board or LGB) elects its own chair and determines its detailed working arrangements within the framework set by the Scheme of Delegation.

	Standard delegation							Potential variation
	Mbrs	BoT	LGB	CEO / AO	HT	CFO	Other	
Appointing / removing Members	A / R	Lead						
Appointing / removing Member appointed Trustees	A / R	R	I	C	I			
Appointing / removing Co-opted Trustees		A / R	I	Trustee	I			If relevant to a specific issue, inform Members
Approving the Articles of Association	A / R	C					Secretary of State	
Approving a change of name of the Trust	R	C						
Appointing / removing the Chair and Vice-Chair of Board of Trustees	I	A / R						
Appointing / dismissing a Company Secretary		A / R						Company Secretary and Clerk can be the same individual
Appointing / dismissing the clerk to the Board		A / R						
Appointing / dismissing the clerk to a Committee		A / R						
Appointing the Chair of a committee, Local Governing Body, or sub-committee							Each committee	Board can appoint Chair of LGB / Committees
Undertaking Board / Committee effectiveness review (including skills audit, review of collective	C	A / R	R					

	Standard delegation							Potential variation
	Mbrs	BoT	LGB	CEO / AO	HT	CFO	Other	
and individual effectiveness and development needs, and succession planning)								
Establishing additional committees (including Terms of Reference)		A / R Trust						
Establishing Working Groups etc (including Terms of Reference)		A / R Trust	A / R School					Board can remove LGB ability to create Working Groups.
Appointing or removing Board appointed Governors to a LGB		A / R	C					
Appointing or removing co-opted Governors to a LGB		C	A / R					
Approving the Scheme of Delegation (including the committee structures, delegations, and "policy grid")	C	A / R	C	C	C			
Approving the Annual Report and Accounts	I	A / R						
Determine whether other school(s) should join, or whether any school(s) should leave, the Trust	C	A / R		C			NB Must comply with Collaboration Agreement	
Approving development programme for Trustees		A / R						
Approving development programme for Governors			A / R					
Approving / terminating legally-binding collaborations and partnership agreements at Board of Trustee level (other than with Imperial College London)	I	A / R		R				
Approving / terminating legally-binding collaborations and partnership agreements at LGB level (other than with Imperial College London)	I	C	A / R	R	R			
Determining central services scope		A	C	R	C	C		

## Educational provision and student matters

It is expected that the LGB and CEO/Principal/Headteacher of a school will determine the educational provision and student matters, with accountability to the Board for progress and performance of students.

	Standard delegation						Potential variation
	Mbrs	BoT	LGB	CEO / AO	HT	CFO	
Ensuring compliance with safeguarding requirements		A	I	R	R - lead		
Ensuring compliance with regulations and Funding Agreement specifically regarding educational provision		A / R	R	R	R - lead		
Approving the school day and year			A / R				Board can make these decisions
Approving and monitoring the curriculum		I	C	A / R	R		CEO sign off curriculum
Excluding a student (fixed term)					A / R		Can be a CEO decision or require CEO involvement
Excluding a student (permanently)		I	A / R	C	A / R		Right of appeal to LGB
Consulting on and determining an admissions policy for the school		C	A / R		R		Requires BoT approval and sign off
Determining who will be offered a place in accordance with the admissions policy					A / R		
Objecting to a SEN Statement / EHCP naming the school					A / R		Can be a CEO decision or require CEO involvement
Approving any actions required following any external assessments of school performance		A	R				
Approving the attendance, progress and attainment targets for the school		I	A / R				Board can approve / set targets

## Financial management

The Board is accountable for the financial performance of the Trust, including receipt of all income due to the Trust and for the effective and efficient expenditure of public funds. The Accounting Officer is accountable to the Board and DfE for expenditure of public money, and the Chief Finance Officer leads the finance function to ensure that the financial policies and procedures approved by the Board are implemented consistently. The Board will approve assurance work to verify that these controls operate appropriately.

The Accounting Officer is accountable to the Board for compliance of the Trust with the Funding Agreements and the Academies Financial Handbook; the CFO is responsible for ensuring this compliance.

	Mbrs	BoT	LGB	CEO / AO	HT	CFO	Other	Potential variation
Approving register of pecuniary and business interests / conflict of interest policy and procedure		A		R				
Approving financial procedures (including treasury and accounting policies)		A		R				
Adhering to accounting policies and guidelines issued by the ESFA (including record keeping)		A		R – lead	R	R		
Approving appointment of external auditors	A / R initially	A / R						Members appoint initially. Trustees reappoint each year until [5-]year term is complete. Members then appoint for the next [5] years.
Approving programme of extended assurance		A / R		C		C		
Approving actions following external audit recommendations / findings	I	A	A (school)	R	C	C		
Approving banking arrangements including bank mandates and credit cards		A		R		C		
Approving the approach to cross-charging / central service charge		A	C	R	C	C		
Approving the budget each financial year in accordance with DfE timeframes (including use of any historic accumulated reserves)		A	C	R	C	C		
Approving the submission of applications for revenue or capital grants where there are not any land title implications		C			A	R		

	Mbrs	BoT	LGB	CEO / AO	HT	CFO	Other	Potential variation
Approving the submission of applications for revenue or capital grants where there are land title implications		A / R		R				
Approving lettings policy and fees		A	I		R			
Authorising expenditure for approved budgets, if financial procedures followed; approving procurement waivers; approving virements between budgets		As set in Appendix Six and financial procedures						Board alters level of financial authority of Headteacher and/or LGB
Approving expenses		Line manager for staff; Chair for HT and CEO						Board alters level of financial authority of Headteacher and/or LGB
Approving any disposal of non-land assets; approving any writing off of debts in accordance with ESFA requirements		As set out in financial procedures						Board alters level of financial authority of Headteacher and/or LGB
Approving the use of a projected underspend for current financial year compared to the approved budget (if approved budget has an in-year surplus)		A Trust	A School	R Trust	R School		Refer to CA wrt ICLMS and Outreach budget allocation	Board to retain decisions
Approving the use of a projected underspend for current financial year compared to the approved budget (if approved budget has an in-year deficit)		A / R					Refer to CA wrt ICLMS and Outreach budget allocation	
Entering into or granting a freehold or leasehold interest in land or any charge / restriction on legal title	I	A / R						Note: ESFA consent may be required
Investigating potential financial irregularities (not involving a Headteacher, or CFO or CEO)				A	C	R		
Investigating financial irregularities or significant fraud (involving a Headteacher, or CFO or CEO)	I	A / R						
Approval of any borrowing (including overdrafts)	I	A / R		R		C		

## HR / Staffing

The Articles require that Trustees appoint CEO/Principal / Headteachers, but it is expected that the selection panel would include Governors and Trustees, and that this selection panel would make a recommendation to the Trustees about whether to appoint and, if so, who.

	Standard delegation						Potential variation	
	Mbrs	BoT	LGB	CEO / AO	HT	CFO		Other
Appointing the CEO/Principal of Woodhouse College / Accounting Officer (AO)	A	A / R	C					N.B. CEO will be a Trustee and so Members will be accountable. Governors to be consulted, as appropriate.
Appointing the Chief Finance Officer (CFO)	I	A	I	R	I			
Appointing the Headteacher	I	A	C	R			Inc. Head of HR	Governors to be consulted, as appropriate.
Appointing / dismissing the Company Secretary / Clerk	I	A / R	I					
Performance management (inc salary) of CEO/Principal of Woodhouse College of Woodhouse College		A / R	C					
Appointing Deputy CEO / Senior Vice-Principal		A	C		R		Inc. a Trustee	Governors to be consulted, as appropriate.
Appointing staff who report directly to the CEO/Principal of Woodhouse College (other than Deputy CEO/Senior Vice-Principal) or to the Headteacher		C	C	A / R	A / R			Trustees and Governors to be consulted, as appropriate.
Approving HR policies		A / R						
Initiating a review of staffing structures / arrangements		C	C	A / R	A / R			CEO / AO or HT to initiate as appropriate (CEO / AO approval if including Leadership / Teaching & Learning Responsibility posts)
Approval to implement changes to staffing structures / arrangements		A	C	R	R		Inc. Head of HR	Board if including redundancies within Leadership / TLR; LGB if including other redundancies; HT if no redundancies
Suspending or dismissing the CEO / AO	A / R	A / R						
Suspending or dismissing the CFO or a Headteacher(s)	I	A / R	I	R			LGB involved as appropriate	

	Standard delegation						Potential variation	
	Mbrs	BoT	LGB	CEO / AO	HT	CFO		Other
Approving any leaving payments (redundancy, dismissal, early retirement) in accordance with Trust policy and ESFA requirements		A		R			Report to LGB / BoT as appropriate	AO decision
Approving the staffing establishment for the Trust		A		R				
Approving cost of living award		A	C	R	C	C		
Approving the staffing establishment for the Trust		A		R				
Approving the staffing establishment for a school		A	C	R	R			

## Appendix Six: Financial delegations (summary)

Topic	Item	Process / authorisation
Purchasing	All purchases under £100	No specific restrictions or procedures
	All purchases from £100 - £1k	1 written quote
	All purchases £1k - £10k	2 quotes required + budget holder approval
	All purchases £10k - £75k (revenue and capital)	3 quotes required
	All purchases over £75k (revenue and capital)	Formal tendering procedures must be adopted (see finance policy)
	Over OJEU threshold *	Follow OJEU rules, Board of Trustees approval *
Budget Virements	Between staffing budgets (unlimited)	CEO/Principal of Woodhouse College
	Under £25k with other budgets but within in-year funding	CEO/Principal of Woodhouse College
	Beyond in-year funding	Board of Trustees
Debt write offs and asset disposals (non land)	Under £1000	CEO/Principal of Woodhouse College
	£1000 - £5000	LGB
	Over £5k	Board of Trustees (with ESFA consent as required)
Asset disposals (land)	Any license or lease	Board of Trustees (with ESFA consent as required)
Investments	Up to £50k	LGB
	Over £50k	Board of Trustees

\* Or any alternative Government thresholds that the Trust is subject to following Brexit.

### CFO:

- Prepare and submit returns to ESFA / HMRC
- Authorise payroll (unless CFO has made adjustments, in which case CEO/Principal of Woodhouse College / Deputy CEO/Vice-Principal
- Authorise BACS / sign cheques on behalf of the Trust: always requires two individuals. In the case of BACS payments, one individual to review and sign off the paperwork, and the second individual to authorise the online payment.