

**SCHEME OF DELEGATION AND GOVERNANCE STRUCTURES**

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## 1. Introduction

The Marches Academy Trust (MAT) is governed by the Board of Trustees, who are accountable to the Department for Education, and have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the schools operated by the Trust.

Schools currently in the Trust:

- The Grange Primary School
- The Grove School and Sixth Form
- Idsall School
- Longlands Primary School
- Lower Heath CE Primary School
- Marches School and Sixth Form
- Oakmeadow CE Primary School
- Shrewsbury Academy
- Sir John Talbot's School and Sixth Form
- Tilstock CE Primary School
- Woodlands School

In order to assist with the discharge of their responsibilities, the Trust has established a Scheme of Delegation, Governance and Executive structures and statements of Vision and Values as set out in this document. The Boards of Trustees have also established a Local Governing Body for each of the schools. The Local Governing Body (LGB) shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the [Articles of Association of the Trust](#).

## 2. Vision and Values

### Our Vision – ‘Achievement through caring’

The Marches Academy Trust is a vibrant learning community, comprising of a very supportive parent body, caring and forward-looking staff, energetic and thoughtful students, a proactive governing body and an ever-developing cross section of community partners. Children and young people (CYP) are placed firmly at the centre of all we do: we pride ourselves on offering a wealth of opportunities, allowing all in the learning community to experience success in many different ways, and at a variety of levels. Our challenge therefore is to constantly seek out new ways to innovate from within the classroom and outside it, as we believe firmly in the need to keep moving forward, so that our young people have the best possible experiences and life opportunities.

### Marches Academy Trust Learning Mission Statement

As a Trust, it's our mission to empower everyone in our Trust and our communities to live and breathe our values and Achievement Through Caring, to reach their full potential.

## Our values:



### **3. Our Church of England schools**

Each Church of England School within the Trust has a theologically rooted Christian vision and values which reflect the context of the school. This vision aims to enable pupils and adults to flourish. Our Diocesan schools seek to:

- Effectively establish and promote the Christian vision by leadership at all levels.
- Deliver a curriculum that reflects and fully integrates the schools theologically rooted Christian vision.
- Provide engaging collective worship that enables all to develop spirituality.
- Effectively embed EDIB.
- Develop the school's ethos through its Christian vision and the specific needs of the school community.
- Ensure a culture of justice, responsibility and accountability that is understood by all people in the school community.
- Provide an effective RE curriculum (with reference to the expectations set out in the Church of England statement of entitlement for RE)
- Develop a clear overview of the context of the school detailing how the Christian vision and values link to the school and Trust vision and values.
- Ensure the Trust is clear about the impact that Christian values have on the school and its people.
- Ensure all stakeholders have a clear understanding of the impact of the vision and values in enabling all to flourish.
- Work with the Trust to keep improving the school with appropriate and effective governance.

### **4. Governance Structure and Lines of Accountability**

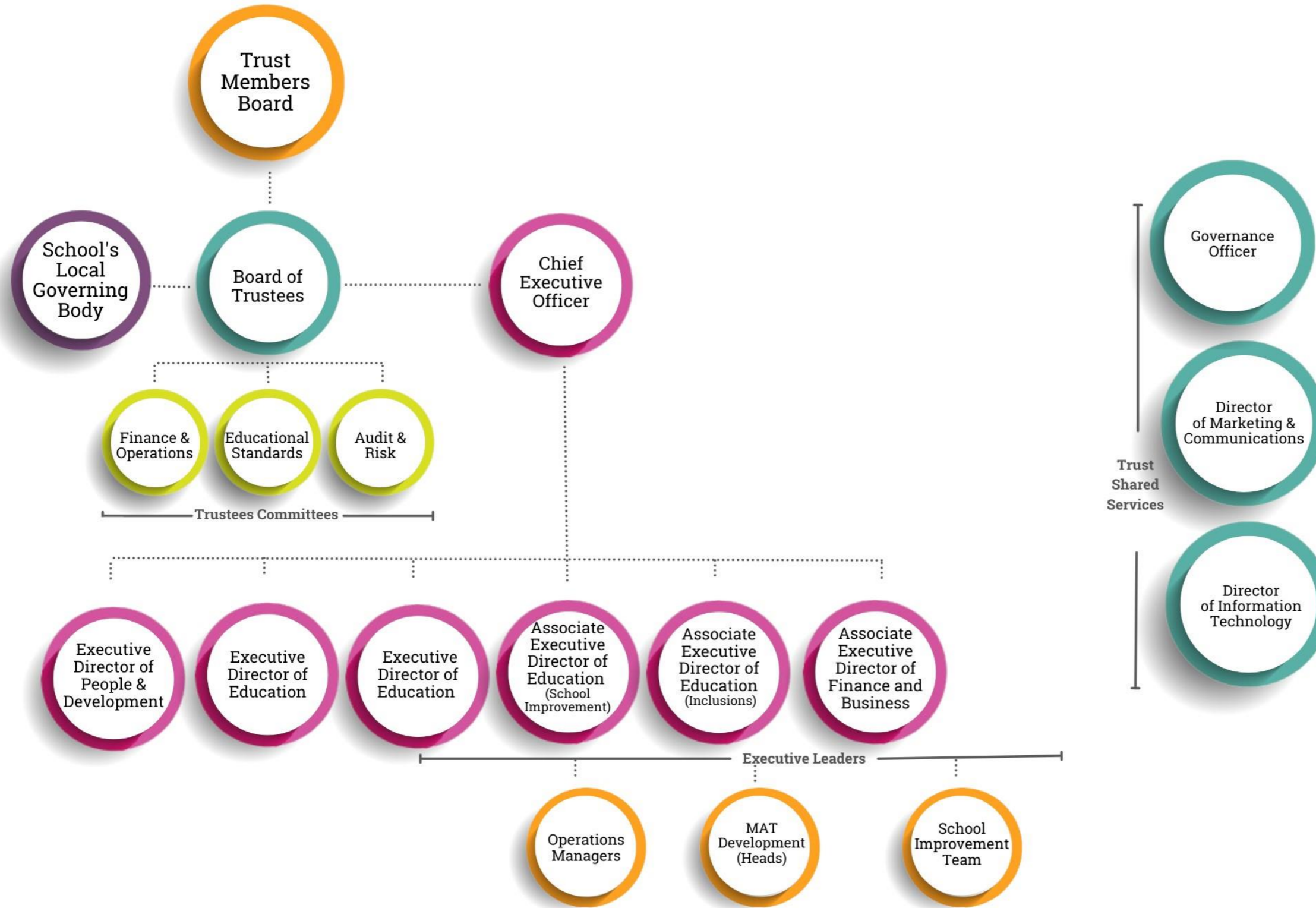
Good governance is at the heart of delivering educational excellence and a clearly defined structure, where all parties understand their roles and responsibilities, is essential to providing the best education for our CYP. The Trust is a charitable company limited by guarantee (not for profit) and is required by law to operate to all statutory regulations and rules within its Articles of Association which are registered at Companies House. The Trust has a three-tier management system. The Members of the Trust are similar to the 'shareholders' in a company and are responsible for strategic oversight, whilst the Trustees are appointed to challenge and scrutinise the strategic direction and day-to-day running of the Trust.

The Board of Trustees of the Marches Academy Trust delegates responsibility for delivery of the vision and strategy to the lead professional of the MAT, the Chief Executive Officer (CEO). Board of Trustees Committees, including the Local Governing Bodies, also deliver elements of the Trust vision and strategy as outlined in their respective terms of reference. The Board of Trustees hold the CEO to account for the performance of the Trust, including the performance of the schools within the Trust. This means that as the CEO is accountable to the Board for the performance of the Trust as a whole. The CEO will report to the Board on the performance of the Trust, including on the performance of the Trust's schools.

The CEO is performance managed by the Chair of the Board of Trustees. The CEO performance manages the Executive Leaders (Executive Directors of Education, Executive Director of People and Development and Associate Executive Directors of Education and Finance and Business). The CEO, Executive Director of Education and Associate Executive Directors of Education line manage individual school Headteachers/ Head of School\*. At school level there are Local Governing Bodies (LGB), who understand how the school is led and managed, act as the eyes and ears of the school and its community and have a role in influencing decision making. They have a direct communication link to the Trust Board via their Chair and the CEO, in case concerns need to be raised, and to ensure understanding and commonality of purpose.

\*Headteacher/ Head of School is used to describe the person who holds the most senior position in the school.

5. Marches Academy Trust Governance Model



## **6. Descriptions of Roles**

### **6.1 The Role of Members**

Academy Trusts are founded by Members who have a general duty to exercise their powers. Members play a limited but crucial role in safeguarding academy trust governance. While they must ensure they do not stray into undertaking the Academy Trustees' role, they ensure the governance of the Trust is effective, that Academy Trustees are acting in accordance with the Trust's charitable object(s) and that they, the Members, use their powers to step in if governance is failing.

There must always be a minimum of three Members. The Articles of Association (a document which outlines the governance structure and how the Trust will operate) describe how Members are recruited and replaced, and how many Trustees the Members can appoint to the Board of Trustees. The Members appoint Trustees to ensure that the Trust's charitable objective is carried out and have the authority to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Board of Trustees submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments made to the Trust's Articles of Association.

Whilst Members are permitted to be appointed as Trustees, in order to retain a degree of separation of powers between the Members and the Board of Trustees, and in line with Department for Education expectations, not all Members are Trustees.

Members can, by special resolution, direct Academy Trustees to take a specific action where Academy Trustees are unable or unwilling to act in the best interests of the Academy Trust. Members should consider using this power if they believe the Trust Board is failing to carry out its core functions or is acting unlawfully. Other examples of when members might consider issuing a direction to Academy Trustees include where they believe an external review of governance should be carried out and the Academy Trustees have not done so, where the board has failed to act on child safeguarding, and where the Trust is in breach of its funding agreement.

Members can amend the articles of association (including the objects clause), subject to any restrictions in the articles, the funding agreement or charity and company law.

### **6.2 The Role of Trustees**

The Trustees are the Charity Trustees (within the terms of section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust, in accordance with the provisions set out in the Memorandum and Articles of Association. It is the decision-making body of the Trust and is accountable and responsible for all the academies in the Trust.

The Board of Trustees is the accountable body for the performance of all schools within the Trust and as such must:

- Ensure clarity of vision, ethos, and strategic direction.
- Hold Executive Leaders to account for the educational performance of the organisation and its children and young people (CYP), and the effective and efficient performance management of staff;
- Oversee the financial performance of the Trust and make sure its money is well spent; and
- Oversee the Health and Safety of all children and young people, staff, and visitors; and ensuring safeguarding for all children and young people.

The Board of Trustees is permitted to exercise all the powers of the Marches Academy Trust. The Board of Trustees will delegate to the CEO responsibility for the day-to-day operations of the Trust. The Board of Trustees can determine whether to delegate any governance functions.

The Trust has the right to review and adapt its governance structure at any time, which includes delegation.

### **6.3 The Role of Committees**

The Trustees may establish committees, either with delegated authority to make decisions, or for the purpose of providing advice and support, informing the overall work of the Board of Trustees. However, these committees are not legally responsible or accountable for statutory functions; the Board of Trustees retains overall accountability and responsibility. The Board of Trustees will appoint all committee members and committee chairs.

#### **6.4 The Role of the Chief Executive Officer (CEO)**

The CEO has the delegated responsibility for the operation of the Trust, including the performance of the Trust's schools. The CEO manages the performance of the Executive Leaders.

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

The CEO leads the management team of the Trust. The CEO will delegate management functions to the Executive Leaders and is accountable to the Board of Trustees for the performance of the Executive Leaders.

School Headteachers/Heads of School are responsible for the day-to-day management of the school and are accountable to the CEO, Executive Director of Education and Associate Executive Directors of Education.

Heads of Services such as HR, Finance and Marketing & PR are responsible for the day-to-day management of their service and are accountable to the CEO and Director of Alliance of Leading Learning.

#### **6.5 The Role of the Local Governing Body**

The Board of Trustees will establish a Local Governing Body (LGB) in each school and will appoint the Chair and approve Community Governors. A minimum of two parents will be elected to the body. Terms of Reference for the LGB can be found in section 9.3.2.

##### **6.5.1 Appointment and Removal of Governors**

Governors are appointed for a period of 4 years and may be removed by resignation, or by Trustees, if their presence or conduct is deemed by the Board of Trustees, at their sole discretion, not to be in the best interest of the Trust or the individual school. LGB's will interview new Governor applicants and vote to recommend their approval to the Board of Trustees. In line with the Trust's Articles of Association, Trustees formally approve any new Governor application.

Governors are required to sign a Conflict of Interest form and Code of Conduct annually. The conflict of interest register will be published on the school website.

The Trust encourages Governors from a wide range of backgrounds, cultures, and perspectives, that better reflect the communities they serve.

## **7. Trust Central Functions**

The Trust, as a group of schools, are able to share some services where efficiencies can be made by working together. A contribution towards the cost of the services is levied on all schools, at 5% of the General Annual Grant funding each year. In addition, where there is a need for a school to gain additional specific support from another school within the group, there may need to be separate additional charges made between schools (e.g. secondments of staff).

The services currently provided for under the Shared Services function include:

- Executive Leadership – Oversight of all schools in the Trust, providing strategic leadership to the Trust and line management of Headteachers/Heads of School and shared services staff.
- School Improvement – Production of agreed protocols for the collection of data, providing advice and guidance to Headteachers/ Heads of School to improve educational outcomes in their school.
- Finance & Operations– Production of statutory accounts and DfE financial returns, production of management accounts, budgets and forecasts for Headteachers/Heads of School and Board of Trustees, finance systems, policies, and procedures. Management of capital funds, development of Estates strategy and ensuring compliance with Health & Safety and Data protection regulations and compliance with payroll.
- Human Resources – Advertising and management of recruitment processes, provision of specialist HR advice, writing of contracts, ensuring compliance with payroll, pensions regulations and employment law.
- Marketing – Development of marketing resources and management of public relations, maintaining school and Trust websites and development of school prospectuses.
- Insurance – Negotiation and management of insurance contracts.

- Clerking and Governance – Trust wide provision of governance services, ensuring strategic link between Trustees and Governors.

As the Trust develops, it may be possible to provide a greater number of services to schools in the group thus reducing the need to buy in services.

## 8. Trust Financial Framework

- Financial delegation is based on expenditure based on the approved annual budget. Any out of budget expenditure, regardless of amount, must be escalated to the Associate Executive Director of Finance and Business for approval.
- Adherence to these limits is the responsibility of the signatory/ies and attempts to avoid the application of a particular threshold may result in disciplinary proceedings. Expenditure rules must not be circumnavigated deliberately or unintentionally in any other way e.g. through split invoicing, splitting contracts, etc. which may exceed an individual’s limits.
- All approvals must be made in line with MAT’s procurement guidelines and the EFA Handbook. Budget approval DOES NOT override MAT’s procurement regulations.
- No authority is delegated where the normal delegated authority has a pecuniary or other interest, as determined through their Register of Interest declarations, or where the decision would mean the school or Trust would fail to stay within its budget. An approved budget is one approved by the MAT Board, except where virements or budget variances have been agreed by the Associate Executive Director of Finance and Business.
- There may be occasions where the Chair of the Board of Trustees may be required to take a decision on behalf of the Academy where a time imperative precludes awaiting the next Board of Trustees meeting. In these cases, the Chair of the Board will consult with the CEO and Chair of the Finance Committee, and any action taken will be reported at the next Board of Trustees meeting.
- The role of the Local Governing Body ensures value for money is being achieved from school budgets but does not include formal financial accountability. This is delegated to the Associate Executive Director of Finance and Business.

## 9. Scheme of Delegation Matrix

The following matrix, with columns for each layer of governance, aims to enable stakeholders to quickly determine who has the power to take which decision within the Trust.

The grid is in four key areas to reflect both the governance framework and the three core functions of the governing board:

1. The governance framework:
  - i. People
  - ii. Systems and structures
  - iii. Reporting
2. Being strategic
3. Holding to account
4. Ensuring financial probity

### Key

#### A – Accountable:

Those answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible

#### R – Reporting:

Those who report to those Accountable

#### I - Implementing:

Those responsible for the task, who ensure it is done

#### C – Consulting:

Those whose opinions are sought, and with whom there is two-way communication



Area	Function	Delegation						
		Members	Board of Trustees	CEO	ELG	School Headteacher /Head of School	School LGB	Trust Governance Officer
<b>The governance framework</b>								
People	Members: Appoint/Remove	A						I
	Trustees: Appoint/Remove	A						
	Role descriptions for Members	A						
	Role descriptions for Trustees/Chair/specific roles/committee members: agree		A					
	Members of LGB (with the exception of Parent Governors and Staff Governor)		A					
	Committee Chairs: appoint and remove		A					
	School LGB chairs: appoint and remove		A	C		C	C	
	Trust Governance Officer & Clerk to Trustees: appoint and remove		A					
	Clerk to LGBs: appoint and remove			R		A	A	I
Systems & structures	Articles of Association: agree and review	A	C	R				I
	Governance structure (committees) for the Trust: establish and review annually		A	C				I
	Terms of reference for Trust committees (including audit if required, and scheme of delegation for school committees): agree and review annually		A	R				I
	Terms of reference for School LGB: agree and review annually		A	R			I	I
	Skills audit: complete and recruit to fill gaps		A	C			A	C
	Annual self-review of Board of Trustees performance: every two years		A	C				I
	Chairs of LGB performance: carry out 360 review every two years		A	C		C	A	I
	Trustees contribution/impact: review annually	A	R					I
	LGB members' contribution/impact: review annually		A	C		C	R	
	Governance Succession: plan		A	C		C	C	I
	Annual schedule of business/work plan for the Board of Trustees: agree		A	C				I
Annual schedule of business/work plan for committees: agree		A	C				I	

Area	Function	Delegation						
		Members	Board of Trustees	CEO	ELG	School Headteacher /Head of School	School LGB	Trust Governance Officer
	Annual schedule of business/work plan for LGBs: agree		A	C		C	C	I
Reporting	Trust governance details on Trust and academies' websites: ensure		C	A				I
	Governance details on the school's website: ensure		C	A		C	C	I
	Register of all interests, business, pecuniary, loyalty for Members/Trustees/committee members: establish and publish		A	A			A	I
	Annual report on performance of the Trust: submit to Members and publish	A	R	R		C	C	I
	Annual report and accounts, including accounting policies, signed statement on regularity, propriety, and compliance, incorporating governance statement demonstrating value for money: submit	C	A	A				
	Annual report on work of LGBs: submit to Trust and publish			C		A	A	I
<b>Being strategic</b>								
Being strategic	Determine Trust wide policies which reflect the Trust's ethos and values: approve		A	A/I	C	I	C	C
	Central spend/top slice: agree		A	R				
	Management of risk: establish register, review, and monitor		A	R				
	Engagement with stakeholders		A	R		I	I	
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision of 'Achievement through caring' can be measured: determine		A	R		I	I	
	Schools' vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision of 'Achievement through caring' can be measured: determine		A	A/R		A/I	C	
	Chief Executive Officer: Appoint and dismiss	C	A			C	C	
	Executive Leaders: Appoint and dismiss		A	A/R/I				

Area	Function	Delegation						
		Members	Board of Trustees	CEO	ELG	School Headteacher /Head of School	School LGB	Trust Governance Officer
	School Headteacher/Head of School: Appoint and dismiss		C	A/R/I			C/I	
	Budget plan to support delivery of Trust key priorities: agree		A	R				
	Budget plan to support delivery of school key priorities: agree		A	R		R/I	C	
	Trust's staffing structure: agree		C	A/R/I				
	Schools' staffing structure: agree			A/C		R/I	C	
<b>Holding to account</b>								
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		A	R			C	
	Reporting arrangements for progress on key priorities: agree		A	R				
	Performance management of the CEO: undertake		A					
	Performance management of the Executive leaders		A	A/R				
	Performance management of school Headteachers/Head of School: undertake				A/R/I		R	
	For church schools, to monitor and support Christian distinctiveness and church ethos of the school		A	R		I	C	
<b>Ensuring financial probity</b>								
Ensuring financial probity	Appointment of Auditors	A		R				
	Associate Executive Director of Finance and Business for delivery of Trust's detailed accounting processes: appoint		A	A/R				
	Trust's scheme of financial delegation: establish and review		A	R				
	School's scheme of financial delegation: establish and review		A	R				
	External auditors' report: receive and respond		A	R				
	CEO pay award: agree		A/I					
	Executive Leaders pay award: agree			A/R/I				
	School Headteacher/Head of School pay award: agree			A/R/I	A/R/I		R	

Area	Function	Delegation						
		Members	Board of Trustees	CEO	ELG	School Headteacher /Head of School	School LGB	Trust Governance Officer
	Staff appraisal procedure and pay progression: monitor and agree			A / R		R / I	R / C	
	Benchmarking Trust-wide value for money: ensure robustness		A	R		C	C	
	Benchmarking school-level value for money: ensure robustness		A	R		A / I	C	
	Develop Trust wide procurement strategies and efficiency savings programme		A	A / R / I				

## 10. Terms of Reference of the Trust Members Board, Board of Trustees, Committees, and the Local Governing Bodies

### 10.1 Trust Members Board Terms of Reference

Committee and Membership	Terms of Reference
Anna Burgess CECET Representative Robert Forrester David Griffiths Arthur Walpole	<ol style="list-style-type: none"> <li>To appoint/remove Members.</li> <li>To appoint/remove Trustees.</li> <li>To agree and review the Articles of Association.</li> <li>To review the performance of the Board of Trustees.</li> <li>To appoint the Auditors and Responsible Officer for the Trust.</li> </ol>

### 10.2 Board of Trustees Committees Membership and Terms of Reference

#### Quorum

The Quorum for all meetings is a minimum of three members of the committee.

Committee and Membership	Terms of Reference
<b>Board of Trustees</b>	
See Appendix 1	<p><b>Ensuring and championing clarity of vision, ethos and strategic direction.</b></p> <ul style="list-style-type: none"> <li>Ensure clarity of vision, ethos and strategic direction underpin the way in which the Trust operates, communicating the vision for the Trust and its application at both Trust and school levels.</li> <li>Develop the shared values of the Trust and ensuring they underpin all decision making.</li> <li>Approve the vision of the Trust and its long-term strategic plan, including the setting of key performance indicators and reviewing these annually.</li> <li>Assist in determining the educational character, values, ethos and mission of the Trust.</li> <li>Receive regular reports at board meetings to review regularly outcomes and impact against key performance indicators as identified in the Trust's strategic plan.</li> </ul>

- For the Trust's Church schools, ensure the promotion and development of the distinctive Christian vision, values and ethos.
- Agree the academisation of new schools.

**Ensuring high standards of achievement and improved performance.**

- Hold the CEO to account for the educational performance of the schools and their CYP, and the performance management of staff.
- Set the standards and establishing a framework for the review and continuous improvement of high-quality education provision and services for CYP.
- Approve the educational and school improvement targets set within schools and ensuring that all Trust schools are effectively challenged and supported to maximise outcomes of children and young people.
- Determine the admissions policy and arrangements for the schools, in accordance with admissions law and DfE codes of practice.
- Agree the appointment of the CEO, Headteachers and members of the Trust Executive Team.

**Ensuring sound financial practices and future sustainability.**

- Oversee the financial performance of the Trust, making sure its money is well spent and ensuring Trust wide value in terms of impact, outcomes, quality and cost.
- Approve the Trust's annual budget and through the Finance & Operations Committee keep it under regular review.
- Approve each school's bottom line annual budget, review annually and endorse plans to address identified over or underspends.
- Agree the scheme of financial delegation to Trust schools and review this annually.
- Review and sign annual reports and accounts.
- Receive the annual report from the Trust's auditors and take the appropriate actions to respond positively to any recommendations.
- Approval the disposal or acquisition land or interests in land to be used by the schools.
- Review and approve recommendations regarding teachers' pay from Local Governing Body Salaries Committees outside of normal pay progression.
- Determine the remuneration of all members of the Executive leadership team.
- Approve the recommendations or dismissal or retendering of the external auditor, and their remuneration.

**Ensuring a safe and healthy environment for all CYP, staff & visitors.**

- Approve the Trust's health and safety policy and review its implementation annually.
- Ensure the effectiveness of safeguarding practices in the Trust and its schools (through the Audit & Risk Committee).

**Ensuring the voices of school stakeholders are heard.**

- Agree and promote the Trust's strategy for involving stakeholders ensuring the Trust sufficiently engages with a cross section of groups to enable strategies, policies and standards to be set, decisions to be made, which properly take into account the perspective of key stakeholder groups.

**Ensuring strong and robust governance.**

- Ensure compliance with legal obligations and the Trust's duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements.
- Establish an effective risk management process and monitor its implementation.
- Ensure the continued charitable status of the Trust.

	<ul style="list-style-type: none"> <li>• Approve the Trust’s accountability framework and keep it under regular review.</li> <li>• Take timely action to address decisions for which there is a legal requirement for Board approval.</li> <li>• Approve Trust-wide policies.</li> <li>• Agree the schemes of delegation for governance, financial control, and educational performance.</li> <li>• Determine the delegation and terms of reference for the Trust’s Committees.</li> <li>• Ensure effective consultation and communication with all constituent parts of the Trust.</li> <li>• Monitor the performance of the individual Local Governing Body and using power to withdraw delegated powers from the Local Governing Body and, if necessary, disband it.</li> <li>• Ensure that processes are in place for the appointment of Governors of the Local Governing Body.</li> <li>• Produce an annual report on the performance of the Trust.</li> <li>• Review the Board’s own effectiveness regularly and agree appropriate actions to improve its performance.</li> <li>• Appoint the Trust Governance Officer &amp; Clerk to Trustees.</li> </ul> <p><b>Other</b></p> <ul style="list-style-type: none"> <li>• Compromise, settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Trust which are material, by reason of value or impact on the reputation of the Trust or any of its academies.</li> <li>• Review and agree a strategy on diversity and inclusion and ensuring that the Board of Trustees demonstrates leadership in all matters relation to diversity and inclusion in terms of its workforce, procurement and service delivery.</li> </ul> <p>Note - Terms of reference for the Trust will under regular review by the Board of Trustees (at least every 2 years). All amendments to the Board’s terms of reference will require a special resolution i.e. 75% voting in favour. All changes to the LGB terms of reference will also be made by the Board of Trustees and, if approved would be amended in the terms of reference for all LGBs within the Trust. All terms of reference will be reviewed by both the Board of Trustees and the LGBs annually.</p>
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<b>Audit and Risk Committee</b>	
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See Appendix 1	<ol style="list-style-type: none"> <li>1. Ensure compliance with all statutory regulations and Acts of Parliament governing the operation of the school, including, without limitation all charity, employment and company laws, health, and safety regulations and GDPR.</li> <li>2. Review and ensure the Trust is complaint with the Academies Handbook.</li> <li>3. Ensure effective policies, protocols and procedures are in place for safeguarding and whistleblowing risks.</li> <li>4. Regularly review the Trust's risk register and review the ratings and responses within it, including emerging risks or significant anomalies. To use the risk register to inform the programme of work, ensuring checks are modified as appropriate each year.</li> <li>5. Report to the Board of Trustees on the adequacy of the Trust’s internal control framework, including financial and non-financial controls and management of risks.</li> <li>6. Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations.</li> <li>7. Have access to the external auditor, as well as those carrying out internal scrutiny, review their plans and reports and also consider their quality by assessing the effectiveness and resources of the external auditor.</li> <li>8. Support the development and review of the Trust’s risk management policy, setting out the framework the trust has adopted for risk management, including reviewing the external auditor’s plan.</li> <li>9. Agree and review the annual audit cycle to identify key risk areas and report back to the Board of Trustees on recommendations resulting from these.</li> <li>10. Receive and review audit reports in line with the execution of the audit plan and follow up any remedial actions required.</li> <li>11. Monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis. This includes the implementation of bank account arrangements, procurement and HR and payroll.</li> </ol>
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	<ol style="list-style-type: none"> <li>12. Ensure management accounts are properly supported by explanations for significant variances from budget and are subject to appropriate review and challenge by management and the Finance Committee.</li> <li>13. Review the Trust's management information to ensure information supplied is consistent with the underlying accounting records and internal management reports.</li> <li>14. Assess IT systems and consider cyber security risk.</li> <li>15. Review business continuity plans and disaster recovery protocols and procedures.</li> <li>16. Consider the Health and Safety of the Trust's premises.</li> <li>17. Ensure information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the Trust and its academies is accurate and in compliance with funding criteria.</li> <li>18. Ensure that the Trust has adequate risk protection arrangements in terms of insurance that is compliant with its legal obligations and provides best value for money.</li> <li>19. Recommend the appointment or re-appointment of the auditors and internal audit service.</li> <li>20. Be advised of any fraudulent activity identified within the Trust and ensure appropriate controls are in place.</li> <li>21. Review Governance structures and processes to ensure these are appropriate to Trust's size and structure.</li> </ol> <p>Note: ARC meetings will only be attended by members of the committee as outlined in Appendix 1 of the Scheme of Delegation. The Chair of Trustees and Chair of Finance &amp; Operations Committee should not attend ARC meetings. The CEO and Director of Finance attend the ARC meetings to provide information and participate in discussions but are not members of the committee.</p>
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<b>Finance and Operations Committee</b>	
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See Appendix 1	<ol style="list-style-type: none"> <li>1. Maintain oversight of the finances of the Trust and the Trust's schools, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement and ensuring compliance with the Academies Handbook. The Trust board delegates financial scrutiny and oversight to this committee.</li> <li>2. Receive the Trust's management accounts to monitor the financial performance against the approved budget and the Trust's cash and balance sheet position.</li> <li>3. Receive auditors reports and recommend to the Board of Trustees any appropriate response to their findings.</li> <li>4. Develop a charging and remissions policy, and a strategy for revenue generation for the Trust.</li> <li>5. Review and agree the Trust's annual budgets and 3 year forecast. Ensuring that they are in line with the Trust's and school's strategic priorities, including assessing the appropriateness of pupil number estimates. Recommend the annual budget to the Board of Trustees for approval.</li> <li>6. Consider and evaluate performance against key performance indicators set by the Trust in relation to finances.</li> <li>7. Monitor an estate management strategy for the Trust schools that will identify the suitability of building and facilities, in light of long-term curriculum needs, and the need for and availability of capital investment to meet their responsibility to ensure the buildings and facilities are maintained to a good standard.</li> <li>8. Insuring the land and buildings used by the schools.</li> <li>9. Oversight of the effectiveness of the delivery of centrally provided services by monitoring the Trust's KPIs.</li> <li>10. Consider proposals for amendments to major operational systems.</li> <li>11. Oversee public relations activities to project the activities of the Trust and the schools to the wider community.</li> <li>12. Such other matters as set out in detail, and in accordance with the Scheme of Delegation.</li> <li>13. Provide the Trust Board with any significant matters or variations arising from FOC meetings.</li> <li>14. Review operational delivery of HR, operations, environmental management, information technology, marketing and catering.</li> <li>15. Oversee and receive regular updates of the Trust's annual SCA funding allocation and spending allocations across the Trust's schools.</li> </ol>
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**Educational Standards Committee**

<p>See Appendix 1</p>	<ol style="list-style-type: none"> <li>1. Ensure that all academies and the Trust fulfil the statutory safeguarding requirements and uphold the Trust assurance documents (KCSIE/Prevent/WTSC).</li> <li>2. Secured quality assurance in relation to safeguarding policies and procedures &amp; ensure effectiveness and efficiency.</li> <li>3. Review patterns and trends in relation to referrals and secure effective responses to need and local context, ensuring these are fully embedded in each school and across the Trust.</li> <li>4. Quality assure safeguarding audits and action plans, ensuring schools receive appropriate challenge to ensure high quality provision.</li> <li>5. Review the Trust systems of improving wellbeing and health for all.</li> <li>6. Quality assure that all academies are embedding a culture of safeguarding for all staff and CYP, across the curriculum and all aspects of school life.</li> <li>7. Set and review the curriculum and standards to be achieved by the schools (in consultation with the LGB).</li> <li>8. Determine the educational targets of the schools, including but without limitation, determination of the school's development plan (in consultation with the LGB).</li> <li>9. Consider and evaluate school performance against key performance indicators set by the Trust (in consultation with the LGB).</li> <li>10. Oversee of performance, standards and outcomes on a Trust and individual school basis.</li> <li>11. Put in place support and intervention strategies for individual schools.</li> <li>12. Put in place procedures for the proper professional and personal development of all staff.</li> <li>13. Be responsible for the performance management and oversight of cross-school staff.</li> <li>14. Put in place processes for: (i) undertaking the performance management of staff within the Trust's remit, and (ii) the LGB undertaking the performance management of staff within its own remit, manage any claims and disputes, all staff, including matters of suspension.</li> <li>15. Monitor the provision of SEND and LAC provision.</li> <li>16. Review the delivery of pastoral (including a review of the effectiveness of behaviour policies and the application of the Equality Plan, and the monitoring of prejudice incidents and student attendance).</li> <li>17. Review and monitor the use of Pupil Premium, PE, and Sport Premium and EYFS funding.</li> <li>18. Review the effectiveness of transition policies and procedures.</li> <li>19. Review and monitor levels of staff absence and staff turnover.</li> <li>20. For church schools, to monitor and support the Christian distinctiveness and church ethos of the school being fully aware of the SIAMs inspection expectations.</li> </ol>
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**Professional Performance Review (Appraisal) Committee for staff in school/ Shared service (excluding Leadership Group and School Headteacher/Head of School)**

<p>Appraisers are appointed by:          School Headteacher/Head of School (school staff)          Head of Service (Shared Services staff)</p>	<ol style="list-style-type: none"> <li>1. To monitor, through the year the staff performance of staff against the targets.</li> <li>2. Where not the appraiser, the School Headteacher/Head of School (school staff), to seek views from the appraiser before recommending to the LGB salaries committee on the award of teachers' pay progression within the pay ranges and the awarding of progression points.</li> <li>3. To recommend accelerated pay progression for teachers to the Board of Trustees.</li> </ol>
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<b>Professional Performance Review (Appraisal) Committee for Leadership Group (excluding School Headteacher/Head of School)</b>	
Headteacher/Head of School Chair of the Local Governing Body	<ol style="list-style-type: none"> <li>1. To monitor, through the year the performance of the Leadership Group against the targets.</li> <li>2. To deal with any matters relating to salaries and performance management that may be referred to them with regards to the Leadership group.</li> <li>3. To recommend to the CEO on the award of pay progression for the Leadership Group within the pay ranges and the awarding of progression points.</li> <li>4. To recommend to the Board of Trustees accelerated pay progression for Leadership Group.</li> </ol>
<b>Professional Performance Review (Appraisal) Committee for School Headteacher/Head of School</b>	
CEO/Executive Director of Education/Associate Executive Directors of Education, Chair of the Local Governing Body	<ol style="list-style-type: none"> <li>1. To monitor, through the year, the performance of the school Headteacher against the targets.</li> <li>2. To recommend to the CEO on the award of pay progression for the School Headteacher/Head of School, operating the terms and condition of the Pay Policy in an open and transparent framework.</li> <li>3. To recommend to the Board of Trustees accelerated pay progression for Headteacher/ Head of School.</li> </ol>
<b>Professional Performance Review (Appraisal) Committee for Executive Director of Education, Executive Director of People &amp; Development</b>	
CEO Chair of Educational Standards Committee	<ol style="list-style-type: none"> <li>1. To monitor, through the year the performance of the Executive Leaders against the targets.</li> <li>2. To decide whether a progression point will be awarded to the Executive Leader, operating the terms and condition of the Pay Policy in an open and transparent framework.</li> <li>3. To recommend to the Board of Trustees accelerated pay progression and/or the award of pay (remuneration).</li> </ol>
<b>Professional Performance Review (Appraisal) Committee for Associate Executive Director of Education</b>	
Executive Director of Education Chair of Educational Standards Committee	<ol style="list-style-type: none"> <li>1. To monitor, through the year the performance of the Associate Executive Director of Education against the targets.</li> <li>2. To decide whether a progression point will be awarded to the Associate Executive Director of Education, operating the terms and condition of the Pay Policy in an open and transparent framework.</li> <li>3. To recommend to the Board of Trustees accelerated pay progression and/or the award of pay (remuneration).</li> </ol>
<b>Professional Performance Review (Appraisal) Committee for Associate Executive Director of Finance and Business</b>	
CEO Chair of Finance & Operations Committee	<ol style="list-style-type: none"> <li>1. To monitor, through the year the performance of the Associate Executive Director of Finance and Business against the targets.</li> <li>2. To decide whether a progression point will be awarded to the Associate Executive Director of Finance and Business, operating the terms and condition of the Pay Policy in an open and transparent framework.</li> <li>3. To recommend to the Board of Trustees accelerated pay progression and/or the award of pay (remuneration).</li> </ol>

<b>Professional Performance Review (Appraisal) Committee for Chief Executive Officer (CEO)</b>	
Chair of the Board of Trustees Vice Chair of the Board of Trustees School Improvement Partner/ External Education Advisor (must attend PPR appraisal twice a year and the final PPR review)	<ol style="list-style-type: none"> <li>1. To monitor, through the year the performance of the CEO against the targets.</li> <li>2. To decide whether a progression point will be awarded to the CEO, operating the terms and conditions of the Pay Policy in an open and transparent framework.</li> <li>3. To recommend to the Board of Trustees accelerated pay progression and/or the award of pay (remuneration).</li> </ol>
<b>Staff Discipline/ Dismissal Committee</b>	
Three Trustee members, one of which should be independent from the running of the Trust.	<ol style="list-style-type: none"> <li>1. Under the relevant procedure adopted by Trustees, the committee will make any initial determination for relevant staff employed by the Trust that should be dismissed from their posts. These are staff which are not the responsibility of the Executive Leadership Group, Headteacher/Head of School or Head of Service.</li> <li>2. The committee will give the member of staff concerned an opportunity to make representations on the proposed action and consider those representation at a formal meeting under the adopted procedure.</li> <li>3. Under the adopted Disciplinary Procedure, the committee is empowered to issue a sanction short of dismissal where it is determined that the member of staff should not be dismissed.</li> <li>4. Where it is determined that a member of staff should be dismissed, to ensure that they are notified of the decision, the reason and appeal rights.</li> </ol>
<b>Appeals Committee</b>	
Two Trustees and one member who is independent from the management and running of the Trust.  (The Trustees must not have previously been involved in the decisions leading to the Appeal)	<ol style="list-style-type: none"> <li>1. The Trustee Appeals Committee will hear relevant appeals arising from the decision of a Trustee committee, individual Trustee, the Chief Executive Officer (CEO), or member of Executive Leadership Group (ELG) in whom any executive power has been vested, which it is not the responsibility of any other committee to hear. Any appeal will be conducted in accordance with the relevant complaints policy adopted by the Board of Trustees.</li> <li>2. The Trustee Appeals Committee will act as the ultimate decision maker in relation to appeals by relevant staff following disciplinary or grievance procedures.</li> </ol>

### 10.3 Membership and Terms of Reference of the Local Governing Body

#### 10.3.1 Model Composition

The model composition of a Local Governing Body is as follows:

Type of Member	Number	Term of office	Election method
School Headteacher/Head of School	1	Indefinite	Ex officio appointment
Parent Governors	2	4 years	Parent election – Secret ballot organised by the Clerk
Staff Governor	1	4 years	Staff election – Secret ballot organised by the Clerk
Community Governor & Foundation Trustee Governor	Max of 5*	4 years	Community Governors are appointed by the Board of Trustees. In church schools, the Diocese appoints its own Governors. *Foundation Trustee Governors in church schools must be at a ratio of 25% of the LGB's total members. Community Governors will make up the rest of LGB.

LGB's will interview new Governor applicants and vote to recommend their approval to the Board of Trustees. In line with the Trust's Articles of Association, Trustees formally approve any new Governor application, including Associate Members.

Governors must undertake an election process every Autumn 1 to vote for their LGB Chair and Vice Chair. Governors can nominate themselves for these roles. This recommendation is then passed on to the Board of Trustees for final approval.

LGB's may have an Associate Member to contribute specifically to issues related to the person's expertise e.g. HR or finance. They can attend full board meetings but do not have voting rights and may be excluded from any part of a meeting where the business being considered concerns a member of school staff or an individual pupil. They are appointed for a period of between one and four years and can be reappointed at the end of their term of office.

Associate Members are not Governors. They are not able to attend a pupil disciplinary committee, complaints committee or staff pay progression meeting. The person does not need to be recorded on the school's official governance record on Get Information About Schools (GIAS).

#### 10.3.2 Terms of Reference for Local Governing Bodies and Committees

##### Quorum

The Quorum for meetings is a minimum of three Governors who are members of the committee.

Local Governing Body
<ul style="list-style-type: none"> <li>• Seek to understand and question how the school is led and managed, acting as a critical friend.</li> <li>• Monitor and challenge how the school is fulfilling the Trust's ethos, vision, and strategy.</li> <li>• Determine and review of the educational targets of the schools, including but without limitation, determination of the School's Development Plan</li> <li>• Monitor and challenge educational standards, reporting on concerns from the Key Performance Indicators (KPIs) to the Trustees of the Educational Standards Committee.</li> <li>• Assist the Trust in monitoring, challenging and reporting on concerns relating to the Health and Safety of all children and young people, staff, and visitors; and ensuring safeguarding for all children and young people.</li> <li>• Act as the panel when reviewing the school Headteacher/Head of School's decisions on exclusions, and other committees as required e.g. salaries, complaints and pupil and staff disciplinary/dismissal committees.</li> <li>• To ensure the School is complying with Trust policies in respect of safeguarding, health and safety and GDPR risk management.</li> <li>• Be the consultative body for the school's stakeholders.</li> <li>• Forge links with the community and provide a vehicle for Trust board engagement with the school, its parents and local community, to help ensure that the Academy Trustees stay connected.</li> <li>• Act as an ambassador for the school.</li> </ul>

- Bring any issues and risks to the attention of the Board of Trustees.
- Provide constructive feedback to the Board where a policy may not be effective in the local context, and suggest alternative approaches.
- Help ensure the Trust works as one entity, in the interests of all its schools equally.
- Deal with any other matters which the Board of Trustees may refer from time to time.
- Report to the Board of Trustees annually on members contribution and the impact of the LGB.
- Ensure value for money is being achieved from school budgets. (This does not include formal financial accountability which is delegated to the Associate Executive Director of Finance and Business).
- Provide a consultative forum for the school for the implementation of new policies and procedures.
- For church schools, to monitor and support the Christian distinctiveness and church ethos of the school.
- Assist in the effective and efficient performance management of teaching staff, making recommendations to the Board of Trustees on pay progression.
- Monitor and evaluate the quality and impact of governance.

### Admissions Approval Committee

For the school's normal admission round and for admission appeals the committee must be formed of three Governors of the appropriate school's Local Governing Body and the Headteacher. In-year admissions do not require a committee.

1. To implement the Admissions Policy and comply with it, taking decisions about the admission of, or refusal to admit, CYP to the school.
2. To act in accordance with the Admissions Code, Education (School Government Regulations) and other legislation affecting the conduct and responsibilities of schools.

Voting Rights: Headteachers/Head of School cannot act in place of the Admissions Committee in deciding on the admission of any individual child.

### Complaints Appeal Committee

Committee formed by three members of the appropriate school's Local Governing Body (the Governors must not have previously been involved in the decisions leading to the Appeal)

1. To consider on behalf of the Trust any formal complaints which have not been resolved under Stage 2 of the Trust Complaints Procedure.
2. In relation to a formal written complaint: to acknowledge, investigate the complaint and send a suitable response to the complainant.
3. Where the complainant requests it, to hear representations from the complainant and the Headteacher/Head of School and to send a suitable response to the complainant.

### Pupil Disciplinary Committee

Committee formed by three Governors of the appropriate school's LGB and the Headteacher. If own Governors from the school's own LGB excluded from PDC due to knowing the pupil or being unavailable, the Headteacher is to liaise with Trust Governance Officer to find a suitable Governor with PDC experience from another Trust school's LGB.

To consider the exclusion of a student, having regard for the DfE's statutory guidance on exclusions.  
The Pupil Disciplinary Committee must meet in the following circumstances:

- More than 15 days in one term – must consider the reinstatement of an excluded pupil within 15 school days of receiving notice of an exclusion.
- Permanent exclusion - must consider the reinstatement of an excluded pupil within 15 school days of receiving notice of an exclusion.
- If the exclusion would result in a pupil missing a public examination or national curriculum test, the LGB must consider the exclusion before the date of the exam or test. If it is not practicable for a sufficient number of Governors to consider the exclusion before the exam/test, the exclusion may be considered by a smaller sub-committee if the Trust's Articles of Association allow them to do so. In such cases, the parents still have the right to make representations to the LGB and must be made aware of the right.

<b>Appeals Committee</b>	
Committee formed by three members of any Trust school's Local Governing Body, with at least one member of the appropriate school	<ol style="list-style-type: none"> <li>1. The LGB Appeals committee hear relevant appeals arising from the decision of the Chief Executive Officer (CEO), member of Executive Leadership Group (ELG) or Headteacher/Head of School, in whom any executive power has been vested, which it is not the responsibility of any other committee to hear. Any appeal will be conducted in accordance with the relevant complaints policy adopted by the Board of Trustees.</li> <li>2. The LGB Appeals Committee will act as the ultimate decision maker in relation to an appeal by relevant school s following disciplinary or grievance procedures for relevant staff.</li> </ol>
<b>Salaries Committee</b>	
Committee formed by three members of the appropriate school's LGB. If own Governors from the school's own LGB unavailable, the Headteacher is to liaise with Trust Governance Officer to find a suitable Governor with salaries committee experience from another Trust school's LGB.	<ol style="list-style-type: none"> <li>1. To operate the terms and condition of the pay policies in an open and transparent framework.</li> <li>2. To consider all MPR and UPR pay progression and to make decisions in relation to the Teaching and Learning Responsibility payment levels and relativities (decisions on a post-by-post basis is delegated to the Chief Executive Officer (CEO)).</li> <li>3. To deal with any other matters relating to salaries and performance management that may be referred by the Local Governing Body.</li> </ol> <p>*Pay increases moving up a scale outside of progression will require approval by the Board of Trustee. Supporting documents will need to go to the Trustees for approval.</p>

## **11. Amending the Scheme of Delegation**

The Trustees reserve the right (in their absolute discretion) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time, noting that it is likely to be reviewed for its effectiveness at least every two years. Whilst the Scheme cannot take the form of a legally binding contract between the Trust and the Academies and is subject to the overriding duty on the Trustees of the Trust to act freely and in the best interest of the Trust and the Academies, in so far as the Trustees are able, they agree to abide by the provisions of it and will consult on any significant changes.

**12. Appendix 1 – Trustee roles & Committee Members**

Trustee	Board of Trustees	Educational Standards Committee	Finance & Operations Committee	Audit & Risk Committee	School Link Trustee Role	Trust Development Role
Catherine Bennett	Vice Chair				Lower Heath CE Primary School Tilstock CE Primary School	People First
Angela Cattermole			Chair		Longlands Primary School The Marches	Working today to protect tomorrow
Stuart Cowper				Chair	Shrewsbury Academy Oakmeadow CE Primary School	Belonging
Pam Edwards		Co-Chair			Grange Primary School Grove School and Sixth Form	Anytime, anywhere learning Link for SEND Diocesan Representative
Alex Fry	Chair				Sir John Talbot's School and Sixth Form	Link to CEO Link to LGB Chairs
Sarah Finch						CEO (ex-officio)
Mark Liquorish		Chair			Marches School and Sixth Form Woodlands School	Link for Safeguarding Link for Educational visits
Arthur Walpole					Idsall School	Link for Members
LGB Governors				Linda Scott, Longlands Gemma Nellies, Lower Heath Richard Cooke, Woodlands		

<b>Policy Owner</b>	Trust Governance Officer
<b>Scope</b>	All Staff, Trustees, Governors and Clerks
<b>Last Updated</b>	May 2024
<b>Effective from</b>	May 2024
<b>Next planned reviewed date</b>	September 2024
<b>Status</b>	APPROVED
<b>Date of approval</b>	05.02.24
<b>Summary of last revision</b>	<p>September 2023 – Updated governance structure diagram &amp; Strategic Priorities. Updated Board of Trustees terms of reference. Added that LGBs must undertake election for Chair &amp; Vice Chair role &amp; both roles are approved by Board of Trustees. Added Governors from other Trust schools can be used for Pupil Disciplinary Committees &amp; Salary committees. Updated attendees to CEO PPR.</p> <p>November 2023 – added vision for Trust's Church of England schools under section 3. Amended the composition of Admission Committees.</p> <p>February 2024 – updated governance structure, updated Terms of Reference for Finance &amp; Operations and Audit &amp; Risk Committees.</p> <p>May 2024 - February 2024 – updated governance structure.</p>
<b>Related Policies/Documents</b>	<ul style="list-style-type: none"> <li>• Articles of Association</li> <li>• MAT Governors Handbook</li> <li>• Academy Handbook</li> <li>• Code of Conduct</li> <li>• Governors Handbook</li> <li>• Clerks Manual</li> </ul>
<b>Policy control survey</b>	<p>Please complete this survey and provide feedback if you have had to use this policy</p> <p><a href="https://forms.office.com/r/HMeZtB29Si">https://forms.office.com/r/HMeZtB29Si</a></p>