

THF – Trust Board Scheme of Delegation

The Heath Family NW (the Trust) is a Multi Academy Trust (MAT). The Board of Trustees are also company directors, and are the individuals with legal obligations as both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and corporate directors. They are also required to ensure compliance with the requirements of the Educational Standards Funding Agency (ESFA), and to ensure the Academy Trust reports on what it has achieved and that it remains true to its charitable purpose. The trustees are responsible for the strategic direction and performance of the trust, compliance and good governance. However, this does not mean that the Board of Trustees is required to make all the decisions itself. Many decisions can and should be delegated to the Chief Executive Officer (CEO) and committees including local governing bodies (LGBs) – these may include transitional governing bodies (TGBs) and interim executive boards (IEBs). It is vital that the decision to delegate a function is made by the full Board of Trustees and is recorded appropriately, as without such formal delegation, the individual or committee has no power to act.

The Purpose of the Scheme of Delegation

This Scheme of Delegation (SoD) has been developed to clarify the responsibilities and powers of Members and Trustees and those delegated to the Trust level sub-committees, Local Governing Bodies and individuals within the Trust in respect of key aspects of the leadership and management of the trust and its academies and to ensure compliance with legal requirements.

It sits alongside the MAT Financial Policies and Procedures manual which covers all financial delegations and the suite of policies through which the Trust operates that further define individual and collective roles and responsibilities.

The delegations set out in this scheme are delegated to the specific committees and any individuals unless otherwise directed or agreed by the Board of Trustees.

Delegations cannot be exercised other than by the designated board or individuals unless otherwise directed or agreed by the Board.

The Chair, or in the absence of the Chair, Vice Chair has the power to carry out functions of the Trust Board in extreme circumstances where a delay in exercising a function is likely to be seriously detrimental to the interests of the Trust, a pupil or their parents, or an employee. However, this power does not include matters relating to the alteration of closure of an academy, a change of school category, approval or budget, discipline policies and admissions. A similar agreement is in place in respect of Chair and Vice Chairs of Governors at their respective schools.

Governance Framework

In a MAT there is only one legal entity accountable for all the academies in the Trust. The MAT has a set of Articles of Association that govern all the academies within the Trust. The MAT has a Master Funding Agreement with the Secretary of State, and each academy also has supplemental funding agreement.

The MAT is a charitable company and is responsible for the strategic direction of the Trust. It has 3 layers of governance: Members, Trust Board (inc sub-committees) and Local Governing Bodies.

Members

The Members of the Trust are guardians of the governance of the Trust and as such have a different status to Trustees. Originally, they will have been the signatories to the memorandum of association and will have agreed the trust's first articles of association (the legal document which outlines the governance structure and how the trust will operate). The articles of association also describe how Members are recruited and replaced, and how many of the Trustees the Members can appointed to the Trust Board. The Members appoint Trustees to ensure that the trust's charitable objects are carried out and so must be able to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board 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. The Trust's Articles state that there must be at least three Members, although it is the Trust's intention to appoint a further two Members. It must however be noted that while Members are permitted to be appointed as Trustees, in order to retain a degree of separation of powers between the Members and the Trust Board, not all Members should be Trustees. Members are not permitted to be employees of the academy trust.

Trust Board

The Trust Board is responsible for the general control and management of the administration of the Trust, and in accordance with the provisions set out in the memorandum and articles of association and its funding agreement, it is legally responsible and accountable for all statutory functions, for the performance of all schools within the Trust, and must approve a written Scheme of Delegation for financial powers that maintains robust internal control arrangements. In addition, it must carry out the three core governance functions:

1. Ensure clarity of vision, ethos and strategic direction
2. Hold the executive to account for the educational performance of the Trust's schools and their pupils, and the performance management of staff
3. Oversee the financial performance of the Trust and make sure its money is well spent

The Board of Trustees has the right to review and adapt its governance structure (see appendix 2) at any time which includes removing delegation.

The Trust Board also elect a Chair and Vice Chair annually at their first meeting in September. The Chair and Vice Chair for 2019-20 are: Chair – Ms Helen Stevenson
Vice Chair – Mr Edward Vitalis. The other members of the Board are Ms Morag Davies, Ms Alison Duckworth, Mr Karl Smith, Mr Anantha Subramanayam, Ms Kate Whittlesey & Mr David Lancaster.

The Role of the Trust Board Committees

The Trustees may establish committees to carry out some of its governance functions which may include making decisions, although any decisions made will be deemed decisions of the Trust Board. The membership (of which there must be at least three Trustees) and responsibilities of board committees are set in the committee's terms of reference. At The Heath Family, the Trust Board appoint board committee chairs and committee members according to their skills and expertise.

The Heath Family currently have two Trust Board sub-committees:

Business and Finance Committee (B&F)

Chair: Mr Edward Vitalis

No of Meetings per Year: Six Meetings (2019-20: September, October, December, March, May & July)

Purpose of the Committee: Whilst financial governance is the responsibility of the MAT Board, the overall purpose of this Committee is to assist the Board in its duty to supervise the broad direction of the MAT's financial affairs. The B&F Committee also act as an internal audit committee function with regards to the scrutiny of financial operations of the Trust. For full details of delegated responsibilities see B&F Terms of Reference – Oct 2019.

Education and Standards Committee (E&S)

Chair: To be appointed for Feb 2020 meeting

No of Meetings per Year: Five-Six Meetings (2019-20: September, October, February, May & July)

Purpose of the Committee: Whilst the MAT board oversees the overall educational standards of the Trust schools, this committee has delegated responsibility for overseeing the educational performance of its schools and the pupils within them. For full details of delegated responsibilities see E&S Terms of Reference – Sep 2019.

The Role of the Chief Executive Officer (CEO)

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 academies, although this may be supplemented by monitoring reports from committees. The CEO is performance-managed by the Trust Board and in turn the CEO performance-manages the academy Principals, the Trust Executive Team, and the governing body Chairs. NB: Chairs of Governors (CoGs) of the respective schools are invited to participate in the Principal's performance management process.

The CEO is also the Trust's accounting officer and so has overall responsibility for the operation of the academy 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 Role of the Local Governing Body (LGB)

The role of the LGB is important in providing focused governance for each individual academy at a local level. It monitors the academy's key performance indicators and acts as a critical friend to the Academy Principals and the senior leadership team, providing support and challenge as appropriate. LGBs carry out their functions in relation to their respective academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The Trust SoD sets out clearly the delegation powers, duties and responsibilities. The Trust Board has ultimate responsibility and accountability and retains the right to overrule a decision of the LGB and/or to remove delegated powers should they consider it to be in the best interest of the academy or the wider MAT. Provision has been made for at least 2 parent governors to be elected at each LGB. Parent

Governors use their perspective to help the board understand a parent's viewpoint, which supports the board to make good decisions and maintain a link between governance and the parent community. A CoG representative is also invited to attend termly MAT Board meetings, thereby providing a clear line of communication between Board and Local Governance. During 2020 the Board will also be looking into instigate Link Governors at each of the LGB's, further strengthening communication links between all governance levels.

Transition of Governance on Academy Conversion

The Trust understands that it can be quite daunting when a new school joins a MAT and therefore it is our intention that a Transition Governing Body is put in place to support the school on conversion.

The Role of the Transition Governing Body (TGB)

The role of the TGB is important in providing focused transitional governance for newly transferring academies at a local level and their primary role is to support the transition of the school from a maintained school or alternative trust academy, to becoming a Trust academy and to facilitate the establishment of an LGB to whom delegated responsibility can be given. The TGB will have been established by the Trust and the school in partnership and will meet regularly during the first year; working to the same pattern/Scheme of Delegation as an LGB. Operating with a TGB is not intended to be a long-term arrangement and a target date will be identified by the Trust for the review of this arrangement. It is envisaged that the TGB will remain in place for no longer than one year with the intention that a full LGB is in place for the second year after transferring into the Trust. The TGB will be made up of the Local Governing Body at conversion, and may include other members of Trust Staff, such as CEO, Chief Operating Officer (COO), Trust's Financial Controller (TFC), Trust's Governance Manager (TGM) and/or other Peer Governors such as NLG, serving CoGs etc.

Measures for Academies at Risk

The Trust may judge that academies are at risk if:

- The academy has been judged RI or put in a category by Ofsted
- The data trends have been highlighted by the Trust's sub-committees as cause for concern
- The review of teaching and/or leadership has been highlighted by the CEO as cause for concern
- The review of governance has been highlighted as cause for concern

Measures may include:

- Establishing an Interim Executive Board (IEB)
- The requirement to develop and implement a recovery plan
- The withdrawal of delegation.

NB: Measures will be determined by the Board of Trustees on recommendation from the CEO.

The Role of the Interim Executive Board

The IEB is appointed directly by the Trust Board where governance is not proving effective at securing improvement in outcomes or covering its statutory duties. The role of the IEB is important in providing focused governance in order to secure the rapid improvement of the academy. Whilst the IEB is in place the SoD for the LGB will be suspended. The IEB will meet each half term in order to monitor the academy's key performance indicators and act as a critical friend to the Academy Principal and the senior leadership team, providing support and challenge as appropriate.

IEBs carry out their functions in relation to their respective academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The Trust SoD sets out clearly the delegation of powers, duties and responsibilities. The Trust Board has ultimate responsibility and accountability and retains the right to overrule a decision of the IEB and/or to remove delegated powers should they consider it to be in the best interest of the academy or the wider MAT.

For full details of High Level Division of Responsibilities see Appendix 1.

Date of Next Review: September 2020