



# SCHEME OF DELEGATION

## Part 1

This document is reviewed and updated annually by Barry Newton, School Improvement Consultant to The Spire Church of England Learning Trust. It is approved annually by the Board of Trustees

It can be updated before the annual review if any major change has occurred and presented again to the Board for approval.

Review Date:           October 2023  
Ratified:                December 2023  
Next Review Date:    October 2024  
V5.0 - October 2023

## The Spire MAT General Principles

**It is The Spire Church of England Learning Trust's stated intention and preference that:**

- The Board and Local Governing Bodies will work collaboratively and in partnership at all times.
- The Board will make decisions, following consultation with Local Governing Bodies, on matters which affect all academies in the trust: Local Governing Bodies will make decisions on matters which affect individual academies.
- Local Governing Bodies and Headteachers of academies in the trust should be as autonomous as possible and have as much freedom as possible.
- Local Governing Bodies and Headteachers will have maximum delegation of responsibility and decision making for the strategic direction and day-to-day operation of their academies *unless there is a cause for concern*.
- The Board will put in place effective arrangements for monitoring and evaluating the performance of Local Governing Bodies and academies.
- The Board will take action, including the full or partial withdrawal of delegated authorities to individuals, groups and Local Governing Bodies should the individual, group, or Local Governing Body, fail to carry out their duties and responsibilities effectively.
- The governance arrangements of good schools/academies joining the trust will remain in the main unchanged *except where changes are required in order to comply with legal or statutory requirements, or to ensure operational effectiveness*.
- The Board will fully consult Local Governing Bodies on proposals for the composition, membership, structure, and terms of reference for Local Governing Bodies and sub- committees, on arrangements for the recruitment and appointment of governors, and on arrangements for the introduction of the trust's multi-academy governance arrangements before any decisions are made.
- The Board will fully consult Local Governing Bodies before putting in place any arrangements which directly affect Local Governing Bodies and individual academies and before taking any decisions on policy or procedural matters.
- Local Governing Bodies will report regularly and frequently to the Board and will make available all relevant data and information on performance.

## Governance Framework

In a Multi-academy trust (MAT) there is only one legal entity accountable for all the academies (schools) within the Trust, i.e. the multi academy trust (MAT). The MAT has one set of Articles which govern all the academies in that trust. The MAT has a master funding agreement with the Secretary of State. Each academy also has a Supplemental Funding Agreement.

The academy trust is a charitable company and is responsible for the strategic direction of the academy and has 2 layers of governance: the Members of the Trust and the Board of Directors (hereafter referred to as Directors for the purposes of this document).

### Members

- The Members are akin to shareholders and have ultimate control over the direction of the academy trust. They ensure the charitable company achieves its objectives, sign off the financial accounts and annual report, and appoint some of the Directors.

### Directors

- The Directors, appointed by the Members, have delegated responsibility for the 3 core strategic functions, strategic direction, holding the head teachers to account for educational performance and overseeing the financial performance of the academies.
- A Director of an academy trust is in effect a school governor, a company director and a charity trustee and they must also ensure compliance with charity and company law and the academy trust's funding agreement.
- The MAT Directors can delegate to any committee, governor, the principal or any other holder of an executive office, any of its powers or functions, subject to any prescribed restrictions imposed by them and management of conflicts of interest.
- Directors will not have a financial interest in providing services for the MAT
- The MAT board can establish any committee; and the constitution, membership and proceedings of any committee is decided by the directors. The establishment, terms of reference, constitution and membership of any committee must be reviewed every 12 months.

## **Local Governing Body**

- Local Governing Body (hereafter referred to as the LGB for the purposes of this document) and advisory bodies are committees of the Trust's board. Their members are not trustees or directors of the academy trust - unless they are also members of the trust's board of directors. The Governors of an LGB are appointed members of a sub-committee and can be referred to as Governors.
- It is important to remember, however, that even where responsibility is delegated to a local level, it is the academy trust as the legal entity (not the LGB) that is ultimately accountable, for example in terms of finance and performance, and as the employer of staff.
- In drawing up this scheme of delegation the Board wishes to explicitly focus on maintaining the individual character of the schools as academies with strong and effective LGBs working closely to support their head teachers to manage the schools.

The Board will consult LGB's before putting in place any arrangements which directly affect LGBs and individual academies and before taking any decisions on policy or procedural matters except where there is a legal requirement to do so. The Board will also consult with the Diocesan Board of Education for Worcester (DBE) where appropriate.

## Governance

**Membership** - The list of current directors is set out in an insert to this document.

**Term of Office** - Directors- 4 years. The Chief Executive Officer holds office ex-officio as long as he/she is in post. Any director can be re-elected or re-appointed.

**Organisation**- Chair and Vice-Chair appointed annually. Quorum: 3 or one third of the total number of directors if greater. Two thirds of directors required to appoint or remove directors, remove the Chair, or appoint parent directors. To meet at least 3 times a year and additionally as and when required as determined by the Board. Three directors may requisition a meeting. One vote per director. The Chair has a casting vote.

**Disqualification**- a director who is employed by the trust may not be the Chair or Vice-Chair.

**Professional Advisers to the Board of Directors**- the Chief Executive Officer of the trust, the Director of Finance and Operations and any other member of staff with trust wide responsibilities, as appropriate and any additional advisers as appropriate.

### **Responsibilities Delegated to the Chief Executive Officer.**

The Chief Executive Officer has delegated powers and duties in respect of the overall leadership, management, and achievement of the trust and responsibility for ensuring the implementation of agreed policy.

## Audit and Risk Committee

### **Membership**

Members of the Audit and Risk Committee shall be appointed by the Board and shall be made up of at least 3 directors. Additionally persons who are not directors, with specialist skills and experience, may be appointed by the Board to the Committee provided that directors are in the majority.

Whenever possible a majority of directors of the Audit and Risk Committee shall be independent non-executive directors at least one of whom should have recent and relevant financial experience. **The Chair may not be a member of any other committee.**

The Board shall appoint the Audit and Risk Committee Chair who shall, whenever possible, be an independent non-executive director.

Only members of the Audit and Risk Committee have the right to attend Audit and Risk Committee meetings. However, other individuals such as the Chief Executive Officer and representatives of external advisers may be invited to attend all or part of any meeting as and when appropriate, but not vote.

The external auditors will be invited to attend meetings of the Audit and Risk Committee on a regular basis.

**Term of Office-** Directors and co-opted members- 4 years. Directors/ persons who are not directors can be re-appointed.

**Organisation-** Chair appointed annually by the Board. Terms of reference, constitution, and membership- to be reviewed annually. Quorum: 3 of which the majority must be Directors. To meet at least termly and as and when required in addition as determined by the committee.

**Professional Advisers to the Committee-** Chief Executive Officer, Director of Finance and Operations, and any additional advisers as appropriate.

**Disqualification-**any director who is a member of staff.

### **Safeguarding Children and Pupils Welfare Committee**

**Membership-** a minimum of 3 governors.

The LGB appoints the Chair of the sub-committee annually.

**Term of Office-** 4 years. Governors can be re-elected or re-appointed.

**Organisation-** Terms of reference, constitution, and membership- to be reviewed annually. Quorum: 3. The Principal and Chief Executive Officer, or their deputies, have the right to attend all sub-committee meetings.

**Professional Advisers to the Sub-committee-** the Principal of the academy, senior staff with responsibilities within the remit of the sub-committee, the Chief Executive Officer of the trust and any additional advisers, as appropriate.

## Assessment of Christian Distinctiveness Committee

**Membership** – The members of the Christian distinctiveness shall be appointed by the Board and shall be made up of at least 3 directors.

**Disqualification** –

**Organisation**- Chair appointed for each hearing/appeal hearing by the Board. Terms of reference, membership, and constitution-to be reviewed annually. Quorum: 3

**Professional Advisers to the Committee**- Members of Worcester Diocesan Education board as appropriate

## Ad Hoc Hearing and Appeals Committees

**Membership** – The members of Hearing and Appeal Committees shall be appointed by the Board and shall be made up of at least 3 directors. No person may sit on both committees.

**Disqualification** – The Chief Executive Officer and any director with any direct involvement in the focus of any grievance, disciplinary, or capability, redundancy, or any other relevant matter.

**Organisation**- Chair appointed for each hearing/appeal hearing by the Board. Terms of reference, membership, and constitution-to be reviewed annually. Quorum: 3

**Professional Advisers to the Committee**- HR advisers and any additional advisers as appropriate.

## **Constituting the Local Governing Body(ies)**

- The Board of the Spire MAT will appoint a Local Governing Body (LGB) for each school. The members of each such LGB shall be known as Governors. Some Governors may also be Directors of the Spire MAT main Board, but many will not be.
- The Board of the Spire MAT will consult with each LGB and delegate appropriate local decision making to each LGB in relation to matters affecting their school in accordance with the principles of the Scheme of Delegation, but subject always to the Articles of Association of the Spire MAT.
- The Board of the Spire MAT shall seek to appoint persons as Governors of each LGB, if they are willing to act, in accordance with the following:
  - The number of Governors shall be not less than three nor more than 15.
  - Each Governor's appointment will last for such period as the Board determines not exceeding 4 years, following which they may be re-appointed for additional terms, as the Board may determine.
  - Up to 25% of the Governors may be persons nominated by WDAT.
  - The Headteacher of the relevant school shall be appointed as a Governor.
  - A minimum of 2 Staff Governors (being employees of the relevant school at the date of their appointment). Staff Governors may be nominated for approval by the Board following elections by staff at their particular school organised by the LGB or the Board.
  - A minimum of 2 Parent Governors (being parents of current pupils at the date of their appointment). Parent Governors may be nominated for approval by the Board following elections by parents organised by the LGB or the Board.
  - Such Additional Governors as the Board may determine with the intention of appointing an LGB containing Governors who individually or collectively offer a broad range of skills and experience to assist with the furtherance of the objectives of the school and the MAT.



# FLOW DIAGRAM FOR MAT DEVELOPMENT

