



# **Scheme of Delegated Authority**

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## 1. Introduction

The Trust's Memorandum and Articles of Association set out the legal requirements in respect of Members and Trustees and some aspects of governance. This Scheme of Delegated Authority defines the roles, responsibilities and expectations of all levels of governance across GLF Schools.

## 2. Vision and guiding principles

The governance structure for the Trust has been developed to support both the culture of GLF Schools and the effective management of a growing organisation. It is based around the following principles:

- The culture and vision of GLF Schools recognises the individuality of each school:
  - Each of our schools has its own distinct character and culture which is respectful of its community and context
  - There will be a curriculum, unique to each school, which suits the need of its children in their local community
- The Trust Board is accountable to the Secretary of State for all schools within the MAT and responsible for compliance with government and ESFA requirements, company law and charity law. Whilst the Trust Board will always remain accountable, this Scheme allows for the delegation of decision making where appropriate.
- The governance structure should reinforce clearly defined roles and responsibilities through complementary and non-duplicative roles for the board, committees, local governance and MAT leaders in holding school-level leaders to accounts. Every level of governance must add value.
- All actions and decisions of, by and regarding all levels of governance must be undertaken to further the principles, vision and values of the Trust.
- Appointees at all levels of governance should conduct themselves in line with the Vision and Values of the Trust, and in accordance with the seven principles of public life.

The Trust's governance structure is shown in Appendix A. The roles and responsibilities of each level of governance are set out in this document and should be read in conjunction with the RACI<sup>1</sup> matrices in Appendices E and F.

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<sup>1</sup> RACI: Responsible - Accountable - Consulted - Informed

## 3. Trust Members

The members are the guardians of the constitution, determining the governance structure of the Trust and overseeing the success of the board of trustees they have appointed.

In order to do this every Member must:

- Understand and support the vision and values of the Trust
- Understand the role that the Trust Board has in the effective operation of the Trust and all its schools and constituent entities
- Understand the skills, behaviour and knowledge trustees need to be effective
- Have sufficient experience of governance, accountability and/or education to make informed decisions

### 3.1 Responsibilities of members

The specific duties of Members are to:

- Ensure the Objects of the Trust are met, through receipt of the Annual Report and Accounts
- Appoint trustees
- Remove Trustees if such intervention is required
- Determine the Trust's constitution and governance structure through responsibility for any changes to the Articles of Association, as required
- Change the Trust name if required.

In order to fulfil these duties, Members are expected to:

- Attend an AGM and participate in any communication during the academic year pertinent to members, for example any changes proposed to the Articles of Association
- Keep abreast of the challenges relevant to the performance of the Trust

A job profile is attached in Appendix B.

### 3.2 Number of members

The signatories to the Memorandum for the Trust were the original members. Thereafter there will be five Members. One of these members will be the Chair of the Trust Board who will be a member by virtue of their position.

### 3.3 Appointment of members

It is critical that members clearly understand the vision and ethos of the Trust. It is not envisaged that there will be a significant turnover of members. New members are likely to be recruited from personnel who are already familiar with (but independent from) the Trust, to preserve the ethos of the Trust at member level, for example a trustee who is retiring from the Trust Board.

When there is a vacancy or need to replace Members and there is no known candidate, the position will be advertised widely across the Trust's schools, communities, and local areas. The Members are appointed in a personal capacity and do not have a set term of office, other than where a member is appointed due to his or her role (as above).

Interested candidates will be sent information about the vision, values and work of the Trust, and the role and duties of Members (as set out above). They will be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements.

Applications will be reviewed by a panel comprised of the existing Members and trustees. Candidates may be shortlisted, and then will be invited to interview. The interview will be held by the same panel as that for shortlisting.

## 4. The Board of Trustees

Trustees are responsible for the strategic oversight, administration and management of the Trust and all its schools and entities to develop and achieve the Trust's vision, and to ensure compliance with government and ESFA requirements, company law and charity law.

They exercise their responsibilities through setting the vision and policies for the group, ensuring strong and effective governance, entering into contractual relationships with third parties, and exercising powers of intervention if required. They have legal obligations through the Articles and Memorandum of Association of the Trust, and also under company law as directors and under charity law as trustees, for the proper conduct of the business of the Trust.

The focus of the Board of Trustees should be on the three core functions of governance:

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

Trustees need to bring expertise in the six areas of effective governance:

1. Strategic leadership
2. Accountability
3. People
4. Structures
5. Compliance
6. Evaluation

A job profile for a trustee is included in Appendix C.

### 4.1 Responsibilities

The specific duties of Trustees are to:

- Establish and regularly review the vision of the Trust in consultation with all constituent schools and entities
- Ensure the quality of education provision and oversee standards and outcomes across

the Trust, including:

- Annual target setting for the Trust in general and for individual academies;
  - Overseeing key performance data on a Trust and individual academy basis;
  - Challenging and monitoring the performance of the individual academies;
  - Performance management of the Chief Executive.
- Manage the Trust's finance and property, including:
    - Agreeing each academy's budget;
    - Ensuring compliance with the Academies Financial Handbook;
    - Overseeing the finances of each academy in the group;
    - Financial oversight of the GLF central budget;
    - Manage the Estates strategy for the Trust
  - Determine the extent of services provided centrally and the allocation of cost;
  - Establish processes for the local management and maintenance of assets and appropriate registers.
    - Establish pay, appraisal and HR policies for the staff employed by the Trust.
    - Ensure that the Trust complies with charity and company law
  - Fulfil the role of admissions authority for all schools within the MAT
  - Operate the Trust in accordance with the Funding Agreement that has been signed with the Secretary of State
  - One of the Trustees will be the nominated Safeguarding Lead for the Trust.

## **4.2 Number of trustees**

The Articles allow a maximum of 11 trustees; local policy may be to operate with a lower number according to the skills and expertise required. The Chief Executive of the Trust may be appointed by members in an ex officio position. At no time can the number of Trustees be fewer than three.

## **4.3 Appointment of trustees**

Trustees are appointed by the members. All trustees are appointed for their skills and knowledge.

When there is a vacancy or need to replace Trustees, the position will be advertised widely across the Trust's schools, communities, and local areas as well as national routes such as via the Academy Ambassadors programme. If there is a particular skills gap on the Board of

Trustees this will be made clear in the advertisement and subsequent materials.

Interested candidates will be sent information about the work of the Trust, and the role and duties of Trustees. They will be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements.

Applications will be reviewed by a panel comprised of the Chair of the Board (who is also a member) and two other Trustees (not including the CEO). Candidates may be shortlisted, and then will be invited to interview. The interview will be held by the same panel as that for shortlisting. This may be supplemented by an informal discussion between the candidates and the CEO and members of the Executive team. Trustee appointments are subject to approval by the members.

There is a local policy in place which sets out that two trustees will be appointed from self-nominated representatives of local governance, one each from secondary and primary. Such candidates will be subject to the same appointment process as above.

#### **4.4 Chair and Vice Chair of trustees**

The Chair and Vice Chair are elected each year by the Trustees.

#### **4.5 Terms of Office**

The terms of office for Trustees is 4 years. There is an expectation for periodic refreshment of skills and experience in the Trust Board whilst protecting the stability of the Trust and so in line with public service recommendations a Trustees should not exceed three consecutive terms of office other than in exceptional circumstances agreed by members.

## **5. Sub committees of the Board**

### **5.1 Resources committee**

This committee provides detailed review and monitoring of the finances of each school and the overall Trust, and oversees the policy framework for the staffing, premises and equipment of all the schools.

#### **5.1.1 Membership**

- Three Trustees (appointed by the Board of Trustees, one to serve as chair)
- Chief Executive officer
- Up to two external members with relevant expertise (who may be members of a SSB);
- Chief Operating Officer (in attendance)
- Business Support Manager (in attendance)

#### **5.1.2 Responsibilities**

- Scrutiny of budget plans for recommendation to the Trust Board;
- Regular monitoring of income and expenditure against budget plans, with analysis of variances;
- Recommendation for capital spend and monitoring of progress of capital projects;



- Approval and review of H&S policies and effectiveness of operation in each school;
- Approval and review of HR policies;
- Recommendation and review of the effectiveness and value for money of business systems used by all schools and oversight of procurement projects;
- Review of service provision to other providers;
- Staff well-being and staff voice.

### **5.1.3 Frequency of meetings**

At least 3 times each year

## **5.2 Audit & Risk Committee**

This committee provides assurances to the Trust Board that risks are being adequately identified and managed by reviewing the risks to internal financial control at the Trust, and agreeing a programme of work to address, and provide assurance on, those risks. The outcome of the work informs the governance statement that accompanies the Trust's annual accounts and, so far as is possible, provides assurance to the external auditors.

### **5.2.1 Membership**

Three Trustees (appointed by the Board of Trustees, one of whom to serve as Chair);  
 Up to two external members with audit/finance expertise (who may be members of a SSB);  
 Chief Executive Officer  
 Chief Operating Officer (in attendance)  
 Business Support Manager (in attendance)

### **5.2.2 Responsibilities**

- To review the Trust's internal and external financial statements and reports to ensure that they reflect best practice, the ESFA Financial Handbook and other relevant regulations;
- To monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance;
- To discuss with the external auditor the findings of the annual audit once completed;
- To consider all quarterly reports received through internal audit, and review the effectiveness of the Trust's internal control system;
- To monitor the implementation of action to address adverse control findings by internal audit, or the appointed external auditor;
- To make recommendations to the Trust Board in relation to the appointment, reappointment and removal of the external auditor and internal audit mechanisms;
- To consider any other matters where requested to do so by the Trust Board; and
- To report at least once a year to the Board on the discharge of the above duties.

### **5.2.3 Frequency of meetings:**

3 times per year.

## 5.3 Standards Committee

### 5.3.1 Membership

Three Trustees (appointed by the Trust Board, one of whom to serve as Chair);

Up to two external members with education expertise (who may be members of a SSB);

Director of Education

- To have a strategic overview of the context of each school including strengths and areas to develop. To include;
  - Leadership capacity including governance
  - Staffing expertise including recruitment and retention
  - Attendance and behaviours for learning
  - Teaching environment and resources
  - Community and parental involvement
  - SEF review with strengths and next steps
- To understand the 3 year historical data story for each school including trends, attainment, progress and outcomes for groups (PP, SEND, More able)
- To review data outcomes including Ofsted reports and RAISE. To understand barriers to learning within schools and across the MAT.
- To review targets set for schools and the expected outcomes depending upon stage of development
- To review performance through the schools dashboard to monitor schools performance and how on track they are to meet / exceed targets
- To monitor the interventions within schools to improve outcomes. Review impact and effectiveness.
- To agree future priorities and projects to work upon across the MAT

### 5.3.2 Frequency of meetings

Four times year

All committees must comprise a majority of Trustees in their membership and at least two of the trustees must be present at each meeting.

## 5.4 Pay Committee

### 5.4.1 Membership

Three Trustees (appointed by the Trust Board, one of whom to serve as Chair).

- To undertake the performance management of the CEO and agree the pay of the CEO.

## 6. The Executive team

The Executive team, led by the CEO, is accountable for the outcomes of the group of schools whilst having an overview of: the national system of education, the internal organisation,

management and control of the schools (including the implementation of all policies approved by Trustees), quality of local governance, and the direction of the teaching and curriculum in every school. The Executive team enables each school leadership team to focus on learning, teaching and pupil or student progress in their school, while working collaboratively with experienced practitioners.

Specific responsibilities are to:

- Lead strategic school improvement and a drive for excellence within each school in the Trust, working with Headteachers, Business Leaders and School Strategy Boards
- Lead the appraisal of Headteachers and Business Leaders
- Put in place and oversee processes for the professional development of all staff and the retention of excellent teachers and school leaders
- Ensure that all Operations functions run effectively across the Trust

The CEO fulfils the Accounting Officer role for the Trust and the COO fulfils the Chief Financial Officer role for the Trust.

## **6.1 Appointment of the Chief Executive Officer**

The Chief Executive is appointed by the Board of Trustees. The appointment process will be determined for any given exercise and will involve members of the Executive team, school leaders and students.

## **7. School Strategy Boards**

The Trust Board delegates certain functions to School Strategy Boards (SSBs). The SSB must comprise the right people with the right skills to make appropriate and informed decisions for a school, taking into account the views of pupil, staff, parents and the local community.

Each school within the MAT will have a SSB, although more than one school may share an SSB, for example federated schools or schools which share an Executive leadership team. SSBs include members of the central GLF team which ensure effective collaboration and communication between the Executive team and the SSB.

A job profile is included in Appendix D.

### **7.1 Membership**

The SSB has 9 members:

- Headteacher<sup>2</sup>
- Business Leader
- 4 community or parent representatives, which will comprise at least 1 (and up to 3) parent representatives and at least 1 (and up to 3) community representatives
- Education partner
- 2 members of the GLF central team\*

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<sup>2</sup> Headteacher may mean Executive Headteacher, co-headteacher, Associate Headteacher or Head of School (and in these cases may mean that two people attend in this position)

\* members of the GLF central team will be two of the following, as appropriate to the needs of the school. These will be allocated at the start of an academic year with the intention of remaining constant for the year:

- A member of the Executive team
- Finance partner
- HR partner
- A member of the wider central team (IT, recruitment, administration, business support, teaching school)

Agendas will be drawn up by the Clerk with the Headteacher, the Chair and the Education Partner.

For the meeting to be quorate, there must be at least five members of the SSB present, including the Headteacher and at least two of the parent or community members. Members will be classed as being present if they join the meeting via video or voice conference. Only the non-employee members and the Headteacher shall have voting rights with the Chair having the casting vote; voting will only be required where a consensus of opinion cannot be reached amongst the SSB and in order to elect community members to the SSB.

Other members of a school's leadership team or wider staff team, and members of the GLF central team, may attend as agreed by the SSB, as relevant to the agenda or for their own professional development.

Trustees and members of the Executive team have the right to attend an SSB meeting at any time.

## **7.2 Appointment of SSB members**

It will be for the SSB to determine the number of parent and community representatives to serve on the SSB (with at least one of each and a maximum of four in total). Terms of office for these representatives will be four years, with a maximum of three terms (unless there are exceptional circumstances agreed by the CEO) and recognising previous terms of office served on the predecessor Local Governing Body.

Parent members will be elected following an election process.

Community members will be appointed by the SSB.

The CEO has the power to remove any members of the SSB.

Parent and Community members cannot be employees of the Trust or Trustees, unless they are a Trustee by virtue of a self-nominated primary / secondary representative position or have been appointed by the Trust Board.

The GLF central team representatives will be appointed by the Executive team.

The Chair and Vice-chair of the SSB is elected by the SSB at the last meeting of the academic year and will be community or parent members. These must be approved by the CEO.

## **7.3 Responsibilities**

The only statutory role for the SSB is that of nominated safeguarding lead; this must be one of the community members.

Two of the community or parent members will sit on the appraisal panel of the Headteacher, and the SSB as a group will ensure that performance management and pay reviews are carried out in line with Trust policy for all staff.

The SSB will represent the governance function for the school in an Ofsted inspection. Appendix E7 sets out the specific responsibilities of the SSB.

#### **7.4 Frequency of meetings**

Once per half-term; 6 per year and to be a maximum of two hours in duration.

## **8. Clerking**

The Trust will appoint a Company Secretary who will:

- Ensure that the company and its schools understand the legal and regulatory requirements
- Keep the Board up to date with legal / regulatory requirements
- Communicate with SSB members and disseminate information across the Trust
- Ensure that the SSB members understand the governance structure of the Trust
- Ensure the Trust has access to appropriate advisors, e.g. audit, legal, health and safety
- Help the Board to develop a Risk Management strategy

All sub-committees and SSB meetings will have a professional clerk, who will:

- Be familiar with the Academies Financial Handbook
- Understand the Trust's ethos
- Be familiar with the Scheme of Delegated Authority and support the committee and SSB members in complying with it
- Help SSBs to understand the governance arrangements in the Trust
- Have awareness of the Trust's processes for obtaining professional advice, e.g. audit, legal, health and safety
- Assist SSBs in complying with the board's reporting requirements
- Assist with agenda setting and minute taking for SSB meeting
- Ensure that papers are available electronically at least 7 days prior to any meeting
- Work within the Clerks Competency framework, attend GLF Clerks forums and undertake professional training where appropriate.

## **9. Appeals panels and hearings**

Parent and community members will form panels as and when required to manage disciplinarys, complaints, exclusions and admissions appeals. SSB members also may serve on panels for schools other than that where they serve on the SSB.

## **10. Transition arrangements for schools joining the trust**

All schools joining the Trust will need to work within the governance structure set out above.

### **10.1 Converter academies**

The current governing body will transition to a School Strategy Board at the point that the school joins the Trust, adopting the SSB meeting structure upon conversion. Existing parent and community members of the governing body may remain as part an extended SSB initially, with a view to membership reducing over one academic year to required composition. Terms of office will not be reset upon conversion, so members will serve their

existing term of office. Staff governors will cease to be part of the SSB on conversion. The Education partner and two members of the GLF central team will join the SSB upon conversion.

## **10.2 Sponsored academies**

A School Strategy Board will be put in place upon conversion, appointed by the Executive team, which may or may not include members of the previous governing body.

## **10.3 New academies (presumption or free school)**

A School Strategy Board will be put in place as soon as the school is approved for opening, initially comprising members of the GLF central team only. The Headteacher and Business Leader will join once recruited and parent and community members will join when appropriate.

# **11. Funding and charging arrangements**

Each school within the MAT has a supplemental funding agreement with the Secretary of State and so receives its General Annual Grant (GAG) revenue funding directly from the ESFA. Each school pays a partnership fee to the MAT to support the cost of the central services provided. The partnership fee is reviewed and set annually by the Board of Trustees.

GLF Schools is focused on developing curriculum, assessment shared policies and practices and economic savings in a deeply collaborative operation, and the ethos of the MAT is that sharing expertise across academies is a positive benefit to all parties. No academy should generate income at the expense of another. Conversely, no academy should provide ongoing support at a loss. Where this is a tangible cost incurred by an academy for an ongoing support arrangement, then a financial arrangement will be put into place between two academies with support of the GLF central team. There will be no charge for ad hoc support between academies.

# **12. Communication protocols**

The SSB structure ensures communication between the Executive team, who act on behalf of the Trust Board, and local representatives and is supplemented by regular forums and training opportunities for local representatives. In the event that concerns cannot be addressed through these routes then the Chair of the SSB should contact the Trust's Head of Education.

# **13. Related parties**

No committee or board shall comprise two or more parties who are related to each other. Any such relationship must be declared and only one member will remain on the committee or board.

## 14. Appendices

Appendix A - Governance structure

Appendix B - Trust Member role profile

Appendix C - Trustee role profile

Appendix D - School Strategy Board member role profile

Appendix E - Scheme of Delegated Authority RACI matrix

Appendix F - Scheme of financial delegation