

Board of Trustees: Scheme of Delegation

Key points and summary

This document outlines:

- The requirements of the Articles of Association regarding delegation
- The principles of decision making within The Academy Trust
- The scheme of delegation within The Academy Trust
- The respective roles of the Trustees, Members and Principal

Approved by:	Board of Trustees
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Responsibility for review:	Board of Trustees

1. Introduction and statement of intent

1. The Academy Trust believes that:
 - a. The Board of Trustees should focus upon Trust strategy and policies to enhance student performance, operational efficiency, and learning;
 - b. Operational and managerial decisions should be delegated to the Principal;
 - c. The Principal should delegate operational decisions among his / her staff with a view to keeping decision making as close as possible to the operational impacts as possible.

2. Scope and applicability

2. This policy outlines the framework for decision making within the Academy Trust. It applies to all Trustees, members and staff.

3. The Articles of Association

3. The following are the relevant clauses from the Articles of Association which outline what can, and cannot, be delegated.
 - Clause 93: "Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust."
 - Clause 100: "Subject to these Articles, the Trustees:
 - b. "may establish any committee they determine necessary."
 - Clause 101: "Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided a majority of members of any such committee shall be Trustees. No vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees."
 - Clause 104: "The functions, duties and proceedings of committees shall be subject to regulations made by the Trustees from time to time."
 - Clause 105: "The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee, the Principal or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered."
 - Clause 105A: "A Trustee, committee, the Principal or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees."
 - Clause 106: "Where any power or function of the Trustees has been exercised by any committee, any Trustee, the Principal any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.."

- Clause 107: “The Trustees shall appoint the Principal of the Academy. The Trustees may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academy).”
4. The Board of Trustees will not delegate any functions relating to:
 - Formal approval of the budget for the Academy;
 - Approval of the accounts for the previous financial year and Annual Report;
 - Approval of any changes to staff terms and conditions;
 - Approval of any proposals for other schools to join the Academy Trust;
 - Appointment of the Principal;
 - Scheme of Delegation and Financial Regulations;
 - Policies relating to Health and Safety, Child Protection / Safeguarding, and HR policies;
 - the constitution of the Academy Trust;
 - the appointment or removal of the Chair and Vice-Chair of the Board;
 - the appointment or removal of the Clerk to the Board;
 - the suspension of Trustees;
 - the establishment of committees.
 5. The Academy Trust uses the terms:
 - **Trustees** to describe individuals who have the right to vote at Board meetings and who are registered as Trustees at Companies House
 - **Members** to describe individuals who are a member of the Academy Trust and are the signatories to the Memorandum
 - **Principal** - who is the Principal for the College and the Accounting Officer.

4. Responsibilities under the policy

Board of Trustees

6. The Board of Trustees is able to exercise all of the powers of the Academy Trust including:
 - ensuring the quality of educational provision within the Academy Trust;
 - challenging and monitoring the performance of the College;
 - managing the Academy Trust’s resources effectively;
 - appointing the Principal;
 - ensuring that the Academy Trust complies with charity and company law;
 - operating the Academy Trust and the College in accordance with the Funding Agreements that have been signed with the Secretary of State;
 - exercising reasonable skill and care in carrying out their duties.
7. The Board of Trustees will offer support, constructive advice, a sounding board for ideas, a second opinion on proposals and help where needed, but may also challenge, ask questions, seek information, improve proposals and so seek to arrive at the best solution for the Academy Trust. For the avoidance of doubt, the Board may determine any issue within its legal powers, including issuing directions to any committees and any staff (including the Principal).
8. The Board of Trustees must designate a named individual as its accounting officer. The accounting officer is responsible to the Board of Trustees for the overall management of the Trust and personally responsible to Parliament for the resources under their control. The Principal is the accounting officer.
9. In accordance with the requirements of the Academy Trust Handbook the Academy Trust shall appoint a Chief Finance Officer (CFO) to lead the Finance Department. The Finance Director is the CFO.

Committees

10. The Board of Trustees may establish a structure of Committees as appropriate. These Committees will act in an advisory capacity to the Board of Trustees except where powers have been specifically delegated to them by the Board of Trustees.
11. The Board of Trustees shall establish the following committee to operate across the Trust:
 - a. Finance and Audit Committee
12. The Board of Trustees is expected to meet at least three times a year, with additional meetings if required. The functions and proceedings of the committees are subject to regulations made by the Trustees from time to time pursuant to the powers contained in the Articles of Association.
13. The general principle is that a committee will elect a Chair from amongst its number. The Chair of any committee must be a Director. Employees of the trust cannot be Chair of a committee. A committee will establish its clerking arrangements and recommend Terms of Reference for approval by the Board of Trustees.
14. A committee may co-opt additional committee members who are not Trustees, but Trustees must constitute a majority of the committee. The committee will decide whether individuals who are not Trustees are able to vote, but Trustees must be a majority of those individuals voting on any particular issue.
15. A committee may choose to establish its own committees; any such committee will act in an advisory capacity to the committee that established it unless it has been formally delegated powers.
16. A committee will determine the dates and timings of its meetings for the academic year to maximise attendance and progress.

Principal and staff

17. The Principal is responsible for the internal organisation, management and control of the Academy Trust, for advising on and implementing the Trust's strategic framework, for the implementation of all policies approved by the Trustees and for the direction of the teaching and the curriculum at Woking College. For these purposes the Trustees shall delegate those powers and functions required by the Principal.
18. The Principal will formulate aims and objectives and policies and targets for the Trustees to consider. The Principal will work closely with the senior management team to this end.
19. The Principal and staff are accountable to Trustees for the academy's performance, and Trustees will be prepared to explain their decisions and actions to anyone who has a legitimate interest. This may include staff, students and parents as well as the local authority or the Secretary of State.
20. The Principal will comply with any reasonable direction given by the Board of Trustees.
21. The Principal will agree and monitor appropriate delegations of authority with other staff.
22. The Principal shall be the accounting officer of the Academy Trust, and the Finance Director shall be the Chief Financial Officer (CFO).

5. Appendices

Appendix One: Decision and responsibility matrix

Appendix One: Decision and Responsibility Matrix

The following table sets out all the main academy functions. For each function it suggests a decision level. The decision levels are:

The Principal is the only designated Senior Post Holder

Board – Board of Trustees or a committee with delegated powers

AO – Accounting Officer (Brett Freeman)

Members – signatories to the Memorandum of Association

CFO – Chief Finance Officer (Fiona Munday)

A = Accountable via delegated powers from Board of Trustees

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

		Standard Delegation			
		Board	AO (BFR)	CFO (FMU)	Other
Strategy and Leadership	Appointments of Directors and Trustees – ensuring processes in place for appointment of trustees (including ensuring that the Directors and Governors have the skills to run the Trust and the Academies)	✓			
	Accounting Officer - appoint and dismiss	✓			
	Policies – review and approval of Policies (including admissions, DBS, charging and remissions policies, health & safety and safeguarding)	✓			
	Academy Strategic Plan – agree Plan, key priorities and key performance indicators (KPIs) against which progress can be measured	✓	A		
	Management of risk : establish register, review and monitor	✓	A		
	Budget plan to support delivery of trust key priorities: agree	✓	A		
	Engagement with stakeholders	✓	✓	✓	
	Determine whether other school(s) should join the Trust	✓			

		Standard Delegation			
		Board	AO	CFO	Other
Education and Curriculum	Academy Quality Improvement Plan - in line with strategic aims of the Trust		A		
	Key Performance Indicators – setting and reviewing performance of the Trust & the Academies	✓	A		
	Quality of Teaching - ensuring appropriate levels of support, challenge and intervention to support delivery of education outcomes		A		
	Curriculum – setting the curriculum for the Academy and reviewing its effectiveness	✓	A		
	Excluding a student		✓		
	Consulting on and determining an admissions policy for the academy	✓			
	Determining who will be offered a place in accordance with the admissions policy (including in- year admissions)		✓		
	Objecting to a SEN Statement naming the academy		✓		
	Ensuring that the curriculum complies with the legal and Funding Agreement requirements	✓	A		
	Approval and implementation of educational policies for the academy		✓		
	Receiving any external assessments of academy performance and developing any associated Action Plan	✓	✓		
	Approving the progress and attainment targets for the college	✓			

		Standard Delegation				
		Members	Board	AO	CFO	Other
Governance	Members: Appoint/Remove	✓				
	Trustees: Appoint/Remove	✓				
	Role descriptions for members	✓				
	Role descriptions for trustees/chair/ specific roles/committee members: agree		✓			
	Appointing / removing the Chair and Vice-Chair of Board of Trustees		✓			
	Clerk to the Board of Trustees: appoint and remove		✓			
	Ensure Board meets at least 3 times a year		✓			Clerk
	Clerk to committee: appoint and remove		✓			
	Appointing the Chair of a Committee					Each Committee
	Appointing and removing co-opted Trustees		✓			
	Appointing and removing co-opted members of committees		✓			
	Establishing additional committees or Working Groups etc. (including Terms of Reference and membership)		✓			
	Reviewing the committee structures and any delegated powers at least annually		✓			
	Scheme of Delegation: agree		✓			
	Articles of association: agree and review	✓				
	Approving the Financial Regulations and Procedures	✓				
Approving the policy approval process for the Trust for all other policies	✓					
Approving and circulating the Annual Report	✓					

		Members	Board	AO	CFO	Other
Financial and Operational Management	Approving financial procedures in accordance with legal and DfE / EFA requirements and best practice		✓			
	Ensuring that the financial procedures are implemented effectively			A	✓	
	Maintaining accurate, reconciled and up to date records to provide financial and statistical information			A	✓	
	Establishing and maintaining asset registers in accordance with financial procedures				✓	
	Ensuring that any disposal of assets complies with the financial procedures		A Audit		✓	
	Maintaining a register of pecuniary and business interests of governors and staff					Clerk
	Establishing and maintaining procedures for effective audit in accordance with legal and DfE requirements		✓ Audit			
	Receiving reports from audit inspections and the resulting Action Plan		✓			
	Ensuring appropriate insurance arrangements in accordance with the financial procedures		A		✓	
	Determining the approach to use of any surplus		✓			
	Benchmarking and academy value for money: ensure robustness		✓		A	
	Approving the budget each financial year in accordance with DfE timeframes		✓			
	Monitoring and reviewing the Trust's actual financial performance throughout the year and at year end		A		✓	
	To receive and approve the Annual Report and Accounts	✓	✓			
	Review annually and appoint the External Auditors	✓				

		Board	AO	CFO	Other
	Accounting Officer to assure the Board that there is compliance with the Funding Agreement and the Academies Financial Handbook and to notify the ESFA immediately if any action proposed by the Board is in breach of the Articles, the funding agreement or the AFH.		✓		
	Monitoring and reviewing financial performance throughout the year and at year end	A		✓	
	Ensuring that all transfers between budget headings (virements) comply with the financial procedures		A	✓	
	Establishing and implementing procedures for staff and Trustees to claim expenses	A	✓		
	Approving a lettings policy and fees		✓		
	Ensuring that any writing off of debts complies with the financial procedures	A		✓	
	Ensuring that all procurement processes and resulting contracts and agreements conform with the financial procedures	A		✓	
	Authorising payments on receipt of correct invoices where goods have been received to the correct price, quantity and quality standard			✓	
	Retaining the appropriate financial records, and storing them appropriately, to comply with legal and / or DfE requirements			✓	
	Approving applications for Business / Credit Cards		✓		
	Complying with VAT and CIT regulations	A		✓	
	Investigating potential financial irregularities		✓		
	Investigating financial irregularities (involving the Principal or CFO)	✓			
	Establishing a Buildings Maintenance strategy		✓		
	Ensuring compliance with Health and Safety legislation	A	✓		
	Approving the academy day and year		✓		
HR / staffing	Approving the overall staffing establishment for the trust	✓			
	Managing payroll		A	✓	
	Appointing the Principal	✓			

	Performance management of the Principal	✓			
	Performance management of the CFO		✓		
	Approving the commencement of recruitment for posts other than posts appointed by the Board that are within the approved staffing establishment (i.e. like for like replacements or approved new posts)		✓		

		Board	AO	CFO	Other
	Appointing staff who directly report to the Principal		✓		
	Appointing other teaching staff (including NQTs)		✓		
	Appointing other support staff		✓		
	Approving HR policies	✓			
	Implementing, monitoring, reviewing and proposing amendments to the HR policies		✓	✓	
	Suspending (or ending suspension of) or dismissing the Principal	✓			
	Suspending (or ending suspension of) staff besides the Principal		✓	✓	
	Dismissing staff besides the Principal		✓		
	Approving any leaving payments (redundancy, dismissal, early retirement) in accordance with trust policy	✓			

