

Scheme of Delegation (incorporating Terms of Reference)

Approved: Sept 2022

Due for Review: Sept 2023

Governance structure and lines of accountability

Bourne Alliance MAT is governed by the Trust Board who are responsible for, and oversee, the management of the Trust and each school. The Trustees are accountable to external Government agencies (including the DfE) for the quality of the education provided by the Trust. The Trustees are required to have systems in place through which they can assure themselves of quality, safety and good practice. In order to discharge some of these responsibilities, the Trustees have appointed people at a local level to the Local Governing Body (LGB).

- The board of Trustees is responsible for the four core governance functions.
 1. *Being strategic*
 2. *Holding to account*
 3. *Ensuring financial probity*
 4. *Ensuring decisions take into account the views and experiences of stakeholders (pupils, staff, parents and the community)*
- All Trustees and governors work within the framework for ethical leadership in education, which incorporates the seven Nolan principles of public life plus seven personal characteristics or virtues.
- The Board of Trustees appoint the Chief Executive (CEO), to whom it delegates responsibility for delivery of its vision and strategy, and will hold the CEO to account for the conduct and performance of the Trust, including the performance of the schools within the Trust, and for its financial management.
- In turn, the CEO line manages other Senior Leaders and the schools Head Teachers / Heads of School (*hereafter referred to collectively as Head Teachers*), setting their targets and performance managing them.
- The board constitutes a Finance, Audit and Risk committee; this looks in detail at resources across the Trust. At least three Trustees must sit on this committee.
- The board delegates some of its school level monitoring and scrutinising functions to a Local Governing Board which acts as a committee, and uses this committee to promote stakeholder engagement and as a point of consultation and representation. Trustees will work collaboratively with the LGB to ensure they hold a secure understanding of the performance of all aspects of the Trust schools.
- Academy Head Teachers will be performance managed by the CEO. As the Head Teachers are being line managed by the CEO, the LGB no longer carries out the governance function of holding the Head Teacher to account. However they must be confident that the Trust's performance management systems are working well, and if not, how they can make the Trust aware of their concerns.
- The Trust Board take part in Ofsted inspections – this is not the role of the LGB.

The role of the 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 will also describe how Members are recruited and replaced, and how many of the Trustees the Members can appoint to the Trust board. The Members appoint Trustees to ensure that the Trust's charitable object is 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 and any other duties specified in the Scheme of Delegation table attached.

There must be five Members. There should be significant separation between the individuals who are Members and those who are Trustees. If Members sit on the board of Trustees this may reduce the objectivity with which the Members can exercise their powers. The DfE's strong preference is for a majority of Members to be independent of the board of Trustees. The Bourne Alliance MAT Articles of Association stipulate that the Chair of Trustees should be a Member. This Membership will terminate upon ceasing to be Chair to allow for the appointment of the subsequent Chair.

Employees of the Trust must not be Members.

The role of the Trustees

The MAT is a charitable company and so Trustees are both Charity Trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because Trustees are bound by both charity and company law, the terms 'trustees' and 'directors' are often used interchangeably. NGA uses the term trustee as it avoids the possible confusion caused when executive leaders are called directors but are neither company directors nor Trustees.

The Trustees are 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 of financial powers that maintains robust internal control arrangements.

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

The role of 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 (there must be at least three Trustees) and responsibilities of board committees are set out in the committee's terms of reference. It is usual for the Trust board to appoint board committee chairs and committee Members according to their skills.

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 academies and so the CEO performance manages the academy Head Teachers. This can be in conjunction with a Trustee.

The CEO is the Accounting Officer 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.

Operational and management decisions are delegated by the CEO to the Trust Strategic Team, who in turn further delegate operational matters to keep decision making as close to the operational impacts as possible whilst ensuring that staff feel empowered to lead their areas of responsibility.

The CEO is accountable to the Trust board for the performance of the Executive Team which includes the Strategic team and wider Senior Leadership Team.

The role of the Local Governing Body (LGB)

The Bourne Alliance MAT LGB performs some of the Trust's school level governance functions, although as Trustees are not required to sit on academy committees, decision making is limited. The Trustees appoint the chair, and ensure that two parents are elected to either the Trust Board and/or LGB

The main function of the LGB is the quality of education in each school and its impact on children, wellbeing and their outcomes.

Delegated functions include:

- Building an understanding of how the school is led and managed
 - Assessment outcomes for ALL children – *alongside the Trust Board as they hold accountability for this*
 - Reviewing actions taken on the School Development Plan and how targets are being met
 - Working within agreed policies – including reviewing and ratifying policies.
- Monitoring the quality of education through visits to schools, meeting with leaders and talking to children
- Engaging with stakeholders
- Being a point of consultation and representation
- Reciprocal reporting to the board on all actions taken – sharing minutes, monitoring and any policies ratified to be shared at least 2 weeks prior to Trust Board meeting

The role of the Head of School and Head Teacher

The Head of School/ Head Teacher is responsible for the day to day management of the school and is line managed by the CEO or Trust Strategic Executive but reports to the LGB on matters which have been delegated to it which may include an element of monitoring and scrutiny of the school's management processes.

Key to Scheme of Delegation table

Column 1: Members

Column 2: Trust Board

Column 3: Finance, Audit and Risk committee

Column 4: Trust Business Manager

Column 5: Chief Executive Officer (and Accounting Officer)

Column 6: LGB

Column 7: School Head Teacher / Head of School

Blue box	Function cannot be legally carried out at this level.
✓	Action to be undertaken at this level
✓	Action to be undertaken at LGB level
A	Provide advice and support to those accountable for decision making
<>	Direction of advice and support

Scheme of Delegation Table

Area	Decision	Delegation							
		Members	Trust Board	Finance, Audit & Risk Committee	CFO	Trust Strategic Executive	CEO/AO	LGB	Head Teacher/ Head of School
Governance framework									
People	Members: Appoint/Remove	✓							
	Trustees: Appoint/Remove	✓							
	Role descriptions for Trustees/chair/ specific roles/LGB governors: agree		✓				<A		
	Parent Trustee/LGB member: elected		✓					✓	
	Board committee chairs: appoint and remove		✓	✓			<A		
	LGB chairs: approve/ remove		✓				<A		
	LGB chair: appoint						<A	✓	
	Clerk to Trust Board: appoint and remove		✓				<A		
Clerk to LGB committee: appoint and remove		✓				<A>		<A	

Area	Decision	Delegation							
		Members	Trust Board	Finance, Audit & Risk Committee	CFO	Trust Strategic Executive	CEO/AO	LGB	Head Teacher/ Head of School
Systems and structures	Articles of association: review and agree	✓	<A				<A		
	Governance structure (committees) for the Trust: establish and review annually		✓				<A		
	Terms of reference for board committees and scheme of delegation for LGB: agree annually		✓				<A		
	Skills audit: complete and recruit to fill gaps		✓				<A>	✓	<A
	Annual self-review of Trust board and committees: complete annually		✓						
	Annual self-review of LGB: complete annually							✓	

Scheme of Delegation Table

Area	Decision	Delegation							
		Members	Trust Board	Finance, Audit & Risk Committee	CFO	Trust Strategic Executive	CEO/AO	LGB	Head Teacher/ Head of School
	Chair's performance: carry out 360 review periodically		✓					✓	
	Trustee / LGB member contribution: review annually		✓					✓	
	Succession planning		✓				<A>	✓	<A
	Annual schedule of business for Trust board: agree		✓	✓			<A		
	Annual schedule of business for LGB: agree						A>		<A

Area	Decision	Delegation							
		Members	Trust Board	Finance, Audit & Risk Committee	CFO	Trust Strategic Executive	CEO/AO	LGB	Head Teacher/ Head of School
Reporting									
Reporting	Publication on Trust and schools' websites of all required details on governance arrangements: ensure		✓		<A			✓	
	Annual report on performance of the Trust: submit to Members and publish		✓				<A		
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		✓	<A	<A		<A		
	Report work of LGB: submit to Trust and publish							✓	<A

Scheme of Delegation Table

Area	Decision	Delegation							
		Members	Trust Board	Finance, Audit & Risk Committee	CFO	Trust Strategic Executive	CEO/AO	LGB	Head Teacher/ Head of School
Being Strategic									
Being Strategic	Determine Trust wide policies to reflect the Trust's ethos and values which require Trustee approval (as determined by the latest DfE guidance):approve		✓	✓	<A	<A	<A		
	Determine Trust wide policies for all other statutory and required policies to reflect the Trust's ethos and values: approve		✓	✓		<A>	✓	✓	<A
	Central spend / top slice: agree		✓	<A	<A		<A		
	Management of risk: establish register, review and monitor		✓	<A		<A	<A		
	Engagement with stakeholders		✓		✓		✓	✓	✓
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓				<A		
	School's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓				✓	receive	✓
	Chief executive officer: appoint and dismiss		✓						
	School Headteacher/HoS : appoint and dismiss		✓				<A		
	Budget plan to support delivery of Trust and school key priorities: agree		✓	<A	<A		<A		
	Trust's staffing structure: agree		✓		A>	<A	<A		
	School staffing structure: agree				A>	A>	✓		A

Scheme of Delegation Table

Area	Decision	Delegation							
		Members	Trust Board	Finance, Audit & Risk Committee	CFO	Trust Strategic Executive	CEO/AO	LGB	Head Teacher/ Head of School
Holding to account									
Holding to account	Auditing and reporting arrangements for matters of financial compliance: agree		✓	✓	✓		<A>		
	Auditing and reporting arrangements for matters of compliance including H&S, safeguarding, personnel: agree		✓			<A>	✓		
	Reporting arrangements for progress on key priorities: agree		✓	<A	<A	<A>	<A>	✓	A
	Performance management of the Chief Executive Officer: undertake		✓						
	Performance management of Headteacher : undertake		A>				✓		
	Trustee monitoring: agree arrangements		✓				<A		
	LGB overall performance monitoring: agree arrangements		✓				<A		

Scheme of Delegation Table

Area	Decision	Delegation							
		Members	Trust Board	Finance, Audit & Risk Committee	CFO	Trust Strategic Executive	CEO/AO	LGB	Head Teacher/ Head of School
Ensuring financial probity									
Ensuring Financial probity	Appoint Chief financial officer for delivery of Trust's detailed accounting processes		✓	<A			<A		
	Trust's scheme of financial delegation: establish and review		✓	✓	<A		<A		
	Receive annual report and accounts	✓							
	External auditor appointment: confirm	✓	<A	<A	<A		<A		
	External auditors' report: receive and respond		✓	<A	<A		<A		
	CEO pay award: agree		✓						
	Headteacher /HoS pay award: agree		A>				✓		
	Staff appraisal procedure and pay progression: review and agree		✓				✓ <A		
	Benchmarking and Trust wide value for money: ensure robustness		✓	✓	<A>		<A>		
	Internal auditor appointment: confirm		✓	<A	<A		<A		
Develop Trust wide procurement strategies and efficiency savings programme			A>	A>		✓			
Robust budget monitoring processes in place				✓	<A		<A		

Terms of Reference – Finance, Audit & Risk Committee

Responsibilities and General Terms

- The Finance, Audit & Risk Committee is a Committee of the Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
- To liaise and consult with other committees where necessary.
- To contribute to the School/Trust Development Plan.
- To consider safeguarding and equalities implications when undertaking all committee functions.
- To maintain oversight of the Trust financial, governance, risk management and internal control systems.
- To report its findings termly and annually to the Trust Board and the Accounting Officer as a critical element of the Trust annual reporting requirements.
- The audit function is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider and to obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.

Composition and Meetings

- There must be not less than three Trustee Members of the committee for a meeting to be quorate.
- The committee will meet at least 3 times a year.
- The Committee meetings will not be open to the public but minutes shall be made available. Information relating to a named person or any other matter that the committee considers confidential does not have to be made available for inspection.
- The chair of trustees should not be chair of the Finance, Audit & Risk committee.
- At least one member of the Finance, Audit & Risk committee should have recent or relevant accountancy, or audit assurance, experience.
- In the absence of the chair, the committee shall choose an acting chair for that meeting from among their number.
- In the absence of the clerk the committee shall choose a clerk for that meeting from among their number (someone who is not the CEO).
- The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the full Trust board and will be presented at that meeting by the chair (or in his/her absence another Member of the committee).
- Any decisions taken must be determined by a majority of votes of committee Members present and voting – but no vote can be taken unless a majority of those present are Trustees.
- The Accounting Officer and Chief Financial Officer will attend Finance, Audit & Risk committee meetings and should provide information and participate in discussions relating to audit, but should not participate as members when audit matters are discussed
- Any trustee may attend a meeting of the Finance, Audit & Risk committee, including those who are not members of the Finance, Audit & Risk committee.

Financial policy and planning

- To review, adopt and monitor a Finance Policy which includes the local scheme of delegation for spending and budgetary adjustments for the committee, Headteacher and other nominated staff.
- To review, adopt and monitor all additional financial policies, including a charging and remissions policy.
- To establish and maintain a three year financial plan, taking into the account priorities of Trust and school Development Plans, roll projection and signals from central government and (if applicable) the LA regarding future years' budgets, within the constraints of available information.
- To draft and propose to the Trust board for adoption an annual budget, taking into account the priorities of the School/Trust Improvement Plan.
- To make decisions in respect of service level agreements.
- To ensure that sufficient funds are set aside for pay increments as set out in the Pay Policy and as recommended by the Headteacher.

Financial monitoring

- To monitor the income and expenditure throughout the year of all delegated and devolved funds against the annual budget plan.
- To receive at least termly budget monitoring reports from the CFO.
- To report back to each meeting of the Trust board and to alert them of potential problems or significant anomalies at an early date.
- To meet with other committees and provide them with the information they need to perform their duties.
- Subject to the local scheme of delegation, to approve any budgetary adjustments that will from time to time be necessary in response to the evolving requirements of the school.

- To prepare the Trustees Report to form part of the Statutory Accounts of the governing body and for filing in accordance with Companies Act requirements.
- To receive auditors' reports and to recommend the Trust board action as appropriate in response to audit findings.
- To recommend to the Trust board the appointment or reappointment of the auditors

Premises

- To provide support and guidance for the Trust board and the CEO on all matters relating to the maintenance and development of the premises and grounds, including Health and Safety.
- To ensure that an annual inspection of the premises and grounds takes place and a report is received identifying any issues.
- To inform the Trust board of the report and set out a proposed order of priorities for maintenance and development, for the approval of the Trust board.
- To arrange professional surveys and emergency work as necessary.
- *The CEO is authorised to commit expenditure without the prior approval of the committee in any emergency where delay would result in further damage or present a risk to the health and safety of pupils or staff. In this event the CEO would normally be expected to consult the committee chair at the earliest opportunity.*
- To create a project committee where necessary to oversee any major developments.
- To attend/receive minutes of the Non-Education Committee meetings which monitor H&S, Estates and Accessibility

Staffing

- To ensure that the Trust is staffed sufficiently for the fulfilment of the Trust's development plan and the effective operation of the constituent schools.
- To establish and oversee the operation of the Trust's Appraisal Policy - including the arrangements and operation of the Trust's appraisal procedures for the Headteachers.
- To establish a Pay Policy for all categories of staff.
- To be responsible for the administration and review of the Pay Policy.
- In consultation with staff, to oversee any process leading to staff reductions.
- To establish the annual and longer-term salary budgets and other costs relating to personnel, e.g. training.

Audit Functions

The Finance, Audit & Risk Committee will fulfil the following audit related functions:

- Report back to the Trust Board regularly every term, including the provision of FAC minutes
- Provide an annual summary report provided by the internal scrutineer / auditor and areas reviewed by internal scrutiny / audit covering key findings, recommendations, and conclusions.
- Advise the board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. Considerations may include:
 - the auditor's/scrutineer's sector expertise
 - their understanding of the trust and its activities
 - whether the audit process allows issues to be raised on a timely basis at the appropriate level
 - the quality of auditor/scrutineer comments and recommendations in relation to key areas
 - where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers
 - the auditor's/scrutineer's use of technology
- Oversee the trust's risk register and, on the advice of the CEO/accounting officer and Trust Strategic Executive, conduct a regular review of risks.
- Take delegated responsibility on behalf of the board of trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academy Trust Handbook.
- Agree an annual programme of internal scrutiny with the trust's internal auditors for checking financial systems, controls, transactions and risks.
- Ensure that the programme of internal scrutiny delivers objective and independent assurance.
- Provide assurance to the Trust Board that risks are being adequately identified and managed
- Advise the Trustees on the adequacy and effectiveness of the Academy Trust's systems of internal control and governance processes, securing economy, efficiency and effectiveness (value for money)
- Consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise senior management on any additional or alternative steps to be taken
- Advise the Trust Board on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit)
- Review the findings of the external auditors and agree any action plan arising from it

- Ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant
- Ensure that additional services undertaken by the auditors is compatible with the audit independence and objectivity
- Consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- Encourage a culture within the trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees

Terms of Reference – Bourne Alliance MAT Local Governing Body

The Local Governing Body is not a decision making body but rather a body which brings a local perspective to the way in which our schools are managed. Some matters are delegated to the LGB, in collaboration with the Trust Board to ensure they continue to hold a strong understanding of the performance of each school in the Trust.

General Terms

- To act on matters delegated by the full Trust body.
- To liaise and consult with other committees where necessary.
- To contribute to the School Development Plans.
- To consider safeguarding and equalities implications when undertaking all committee functions.

Quorum

- There are no minimum numbers for the LGB as it has no voting rights

Meetings

- The committee will meet at least 4 times a year.
- The Committee meetings will not be open to the public but minutes shall be made available. Information relating to a named person or any other matter that the committee considers confidential does not have to be made available for inspection.
- In the absence of the chair, the committee shall choose an acting chair for that meeting from among their number.
- In the absence of the clerk the committee shall choose a clerk for that meeting from among their number (someone who is not the Headteacher).

General

- Ensuring that the schools implement and monitors the policies approved by the Trustees with particular reference to statutory policies.
- Assisting the Trust in ensuring that the schools are operated efficiently and in accordance with the Trustee's agreed principles of governance.
- Promoting and upholding the ethos of the Trust
- Do such things as the Trustees may specify as being necessary to ensure that the Trust is meeting its legal obligations.

Quality of Education

- Reviewing the school plans in the context of the Trust's vision, aims and objectives for approval by the Trustees.
- Ensuring that the school plans identify and address achievement priorities through the analysis of publicly available and internally generated data as part of the Standards Committee
- Monitoring and evaluation of the school plans.
- Ensuring that the curriculum is fit for purpose for all children, including pupil premium and those with SEN, as part of the Standards Committee
- Monitoring the impact of the curriculum on the children in all schools, as part of the Standards Committee

Personal Development

- Ensuring that the behaviour policy is fit for purpose for all children, including those with SEN.
- Monitor behaviour at all schools
- Monitor attendance at all schools
- Monitor wellbeing for pupils and actions taken at all schools
- Monitor staff wellbeing strategies and impact at all schools

Leadership and Management

- Monitor impact of safeguarding policy across the schools
- Monitor compliance with Trust policies as delegated to the LGB
- Review impact of Pupil Premium Strategy and SEN provision
- Monitor teacher workload in all areas of the school