

Governance Structure & Scheme of Delegation

Responsibility: Trust Board Approval: 3rd Oct 2022 Review due: July 2023

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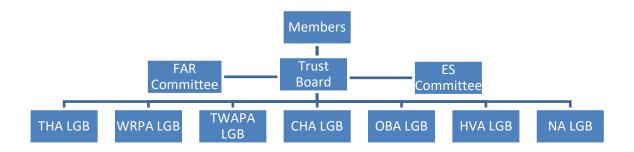
1. Introduction

Impact is on a mission to improve the life chances young people. We area Trust **where hearts and minds connect**; values-driven people who work collaboratively to ensure education impacts positively on students, families and the communities we are proud to serve.

We believe that **collaborative leadership** and strategic **partnership development** can lead to significant positive impact on the quality of education for all.

Impact's model of governance is designed to recognise the overall responsibility of the Trust Board; the line management of Headteachers by the CEO, the role of the Executive Team, and the support and challenge of the Local Governing Bodies. The law places accountability for the educational outcomes and financial performance of the Trust firmly with the Trustees and the CEO as Accounting Officer. Although accountability and responsibility is located at Trust Board level, it is supported by Local Governing Bodies through the Scheme of Delegation.

The Governance Structure for Trust is as below:



Trust Growth Timeline:

Academy	Phase	Region	Route	Joined Trust	Last Ofsted
The Halifax Academy	All through	Calderdale	Convertor	Founded Trust 01-Nov-16	Good Sept 2017
Castle Hall Academy	Secondary	Kirklees	Sponsor	01-Sep-18	Inadequate Nov 2016
Warley Road Academy	Primary	Calderdale	Convertor	01-Mar-19	Good Nov 2017
The Whitley AP Academy	Alternative Provision	Calderdale	Convertor	01-Aug-19	Good June 2017
Old Bank Academy	Primary	Kirklees	Sponsor	01-Apr-20	Inadequate Mar 2019
Hill View Academy	Primary	Kirklees	Sponsor	01-Sep-20	Inadequate Dec 2018
Newsome Academy	Secondary	Kirklees	Sponsor	01-Mar-21	Inadequate Nov 2018

2. Tiers of Impact Education Multi Academy Trust Governance

Tier	Number	Meeting	Notes	Core role	Documentation
		schedule			relevant to this tier
Members	5	Twice per year	Chair of Trust Board is a Member but cannot be Chair of Members. Trustees may also be Members but cannot be the majority of Members.	The Members of the Company define the Object, Purpose and Ethos of the Company, and can direct the Trust Board where required to ensure those elements are met. In order to carry out their duties, the Members have a right to all information and briefing documents supplied to the Trust Board and its committees, together with minutes of meetings. Members have a standing invitation to attend meetings of the Trust Board, Committees or Local Governing Body, and the right to ask questions of the auditors. Further details regarding the role of Members can be found in the <u>Academies Trust</u> <u>Handbook</u> and the <u>DfE Governance Handbook</u> Power to amend Trust Articles of Association	Articles of Association – the constitution of our Academy Trust specifying the composition of the membership and how it conducts business. Scheme of Delegation. Academies Trust Handbook DfE Governance Handbook
Trustees (Trust Board)	7-12		Chair. Vice Chair. Chairs of LGBs may also be Trustees but cannot be the majority of Trust Board members.	The Trustees, who form the Trust Board, have overall responsibility and ultimate decision-making authority for all the work of the Company, including establishing and running of schools and, in particular, each Academy as a school. This is largely exercised through strategic planning and the setting of policy, holding the Executive Team to account and the oversight of financial control. It is managed through business planning, monitoring of budgets, performance appraisal, the setting and monitoring of standards and the implementation of quality assurance processes. In this work, the Board is aided the Finance, Audit and Risk Committee and the Education Standards Committee	Articles of Association – the constitution of our Academy Trust specifying the composition of the membership and how it conducts business. Scheme of Delegation. Academies Trust Handbook DfE Governance Handbook.
Local Governing Bodies (LGBs)	7-11 (dependent on need of each LGB)	4 meetings	Each LGBs will have a Chair & Vice Chair. 3 Co-opted 2 Parents 2 Staff	The Trustees delegate some of their responsibilities for the day-to-day oversight of each Academy to a Local Governing Body (LGB) through a Scheme of Delegation (the Scheme). A single Local Governing Body may manage more than one Academy but the funding granted for each Academy must be applied only to that Academy subject to the requirements of the Scheme. The Headteacher of each Academy is an ex officio member of the LGB.	Scheme of Delegation Academies Trust Handbook DfE Governance Handbook.

3. Powers and Duties Reserved for the Members

The members shall meet no less than twice per year and shall be quorate when 50% of the Members attend.

The members are responsible for:

- Appointing the Members, and up to five of the Trustees (Article 50)
- Dismissing any Member or Trustee
- Instructing the Trust Board by special resolution to take specific action
- Defining the Object, Purpose and Ethos of the Company
- Amending, if necessary, the Articles of the Company, in agreement with the DfE
- Appointing the External Auditors

4. Powers and Duties Reserved for the Trust Board

Within the Objects of the MAT, the Trust Board is responsible for ensuring clarity of vision, setting the ethos and strategic direction, holding the executive to account, and overseeing financial performance. They have the power to appoint:

- Co-opted Trustees
- the Chair of the Trust Board (on an annual basis)
- the Chief Executive Officer

In so far as the business of each Academy is concerned, the responsibility of the Trustees is to determine the policy and procedures of the Academy and to consider and respond to strategic issues. The Trustees are free to decide what constitutes a strategic issue.

The Trust Board shall meet no less than three times per year and shall be quorate when 50% of the trustees attend.

The Board is responsible for:

- Approval of a written scheme of delegation of its financial powers and duties to its Local Governing Bodies, its Finance, Audit & Risk Committee, the Education Standards Committee, the Executive Team, Headteachers, and other staff. The scheme must satisfy the Trust Board's ultimate responsibility for ensuring that there are adequate operational controls in place for all the financial processes within the Trust. The Scheme of Delegation should be operated in conjunction with the Financial Policy and Handbook of the Trust.
- Formal approval of the annual consolidated Trust budget at least six weeks prior to the start of each financial year.
- Considering reports from the Finance, Audit & Risk Committee and Education Standards Committee at every meeting, with relevant explanations and documentation where required.
- Authorising significant financial transactions, as laid out in Section 13.
- Holding any bank account in which any money of the Company is deposited and then operated by the Finance Department in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Trust Board.
- Ensuring the appointment of external auditors.
- Receiving, approving and acting upon (as appropriate) a report and recommendations from the Finance, Audit & Risk Committee on the financial statements and approving the audited financial statements prior to submission to the ESFA by 31 December.
- Receiving, approving and acting upon (as appropriate) the reports of the Finance, Audit & Risk

Committee on the use of resources, systems of internal financial control, and discharge of financial responsibilities.

- Receiving, approving and acting upon (as appropriate) regular reports and recommendations from the Finance, Audit & Risk Committee on the annual budgets, financial performance against those budgets, the application of resources across the Trust, longer term financial plans, and business cases for expansion or other major developments across the Trust.
- Informing the ESFA / DFE if it suspects any irregularity affecting resources.

The Trustees will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.

Chair's actions between meetings

Trustees agree to allow the Trust Board Chair to take action when:

- It is not possible to call a Trust Board or committee meeting before the decision has to be made, not to act would be seriously detrimental to the interests of the settings in the Trust, the pupils, their parents / carers, or anyone employed by the Trust

In addition:

- The information supporting the request should include the rationale for the request and the effect on reserves.
- The relevant board committee to receive the same information alongside the rationale for the Chair's decision via email as soon as possible after the event.
- There is a standing item on the FA&R committee agenda to enable a review of Trust Board Chair's actions since the previous meeting.
- These actions should only be used in exceptional circumstances. This includes the request for use of reserves that has not been previously agreed and / or budgeted for. Funds to support these actions not to exceed £100,000.

5. Powers and Duties Delegated to the Local Governing Body

General Provisions

A meeting of the Local Governing Body at which a quorum (50% of those entitled to attend and vote) is present may exercise all the powers so delegated.

In the exercise of its powers and functions, the Local Governing Body may consider any advice given by the Headteacher and any other executive officer as well as the Trustees.

The Local Governing Body shall oversee on behalf of Trustees the election of parent and staff governors, with the power to appoint to these positions if insufficient elected governors are available. It will appoint the Chair and Vice Chair annually at its Annual General Meeting. All governors, including parent, staff and co-opted governors, are subject to Trustee approval.

Vision, Mission and Core Principles

Whilst the Local Governing Body shall be responsible for ensuring that the Academy is developed in alignment with the Trust's overarching vision, mission and core principles

At all times, the Trustees and the Local Governing Body shall ensure that the Academy is conducted in accordance with the object of the Company, the terms of the trust governing the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

There is an expectation that all governors will be able to make a positive contribution to the Local Governing Body. Whilst it is acknowledged that governors may need to absent themselves from the occasional meeting due to other commitments, a lengthy absence will have an effect on the efficacy of the Governing Body and will need to be addressed. This could include asking that governor to step down, depending on the circumstances at the time.

Finance

The accounts of the Company shall be the responsibility of the Trustees but the Finance Department shall provide accurate and timely information about the finances of the Academy to the LGB at their meetings, and the LGB has both a right and a duty to scrutinize the accounts of its academies.

The Local Governing Body shall follow the advice and instruction of the Chief Finance Officer, who shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Trust Handbook are observed at all times as well as any requirements and recommendations of the Trustees and the Secretary of State.

The Local Governing Body shall have the responsibility for holding the Headteacher to account for the allocation of ring-fenced funding such as Pupil Premium, Sports Premium and Catch-up Premium, and its impact on students' outcomes.

The Local Governing Body shall inform the Trustees of any need for significant unplanned expenditure and will discuss with the Trustees, and others as the Trustees shall require, options for identifying available funding.

The Local Governing Body shall formally review the annual Academy budget for approval by the Trust Board.

Authorising permanent changes to the Academy's staffing structure within an agreed budget.

Maintenance of a Register of Business Interests for all Governors and those Academy staff with financial responsibilities.

Estates

The maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trustees (and/or any others) as owners of such buildings and facilities.

The Director of Operations, managed by the CEO, will be responsible for developing a ten-year estate management strategy that will identify the suitability of buildings and facilities in light of long-term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.

The responsibility for any disposals or acquisitions of land to be used by the Trust will be that of the Trustees.

Resources

Headteacher

The Trustees shall appoint the Headteacher, in consultation with the Local Governing Bodies. The Trustees and the Local Governing Body may delegate such powers and functions as they consider are required by the Headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trustees and the Local Governing Body and for the direction of the teaching and curriculum at the Academy).

Other Staff

The Local Governing Body shall be responsible for the appointment and management of all other staff to be employed at the Academy, other than the headteacher, provided that the Local Governing Body shall:

comply with all policies dealing with staff issued by the Trustees;

take account of any pay terms set by the Trustees;

adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees;

manage any claims and disputes with staff members having regard to any advice and recommendations given by the Trustees.

The Local Governing body shall appoint a pay committee which ensures that the performance management policy / process is carried out effectively, including reviewing and approving all the pay decisions (other than the Headteacher) brought to them by the Headteacher.

The CEO will carry out the performance management of the Headteacher with support of the LGB Chair and any other partner as directed. Pay recommendations following this process will be taken to the Board's Remuneration Committee.

Curriculum and Standards

The Local Governing Body shall be responsible for the setting and review of the curriculum, ensuring there is alignment to the Trusts Curriculum Principles, as well as the Trustees' obligation to the Secretary of State to provide a broad and balanced curriculum.

The Local Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Trustees and CEO as they might issue from time to time.

Regularity Matters

The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Trustees but the Local Governing Body shall do all such things as the Trustees may specify as being necessary to ensure that the Company is meeting its legal obligations.

Operational Matters

The Local Governing Body will adopt and will comply with all policies of the Trustees communicated to the Local Governing Body.

Both the Trustees and all members of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

The Local Governing Body will review its local policies and practices on a regular basis, having regard to recommendations made by the Trustees, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.

The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees require.

The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Trustees in the event that intervention is either threatened or is carried out by the Secretary of State and the Trustees expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

The Local Governing Body shall be responsible for the annual review of the Academy's admissions policy before recommending its approval by the Trust Board.

Any decision to expand the Academy shall be that of the Trustees but who shall have regard to the views of the Local Governing Body.

The Local Governing Body shall regularly review the academy risk register and the effectiveness of systems to assess and manage risk.

Annual Review

This Scheme of Delegation shall operate from the Effective Date in respect of any named Academy. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Company and will have been attached to Company's first Articles of Association.

The Trustees will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.

In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Local Governing Body.

Meetings

The Local Governing body will meet not less than four times per year. The Chair of the Trust Board and CEO shall have the right to attend any meeting of the Local Governing Body.

Interim Local Governing Boards

The trustees may decide to set up an interim governing board for a newly sponsored academy lacking effective governance and requiring turnaround and rapid improvement. The interim board will have the same powers and duties as a local governing body, but with a smaller number of governors bringing the necessary expertise to academy governance. This will not necessarily include staff or parent governors. It will include the headteacher as an ex officio member.

The interim board will be appointed by trustees for a time limited period and will create the conditions by which it can pass its responsibilities to a local governing body within a reasonable timescale, usually within 12 months.

6. Powers and Duties Delegated to the Finance, Audit and Risk Committee (F, A & R)

Authority

The **F**, **A** & **R** Committee works in accordance with the relevant part of section 4 of the Scheme of Delegation: Powers and Duties Reserved for the **F**, **A** & **R** Committee. The Committee reports to the Trust Board and is authorised to act on its behalf within its delegated powers. The **F**, **A** & **R** Committee is authorised to obtain independent professional advice if it considers this necessary.

Membership and Quoracy

The Committee shall be appointed by the Trust Board. The Chair of Trust Board shall not be a member of the Committee (other than in exceptional circumstances). The normal term of office will be four years.

The Committee shall comprise of 5 members with a quorum being three members. The Chair shall be a member of the Trust Board but not a LGB Chair Trustee. To assist it in discharging its function, the Committee may co-opt up to two additional members (not being members of the Trust) with appropriate financial and/or audit experience. The Trust must give its prior approval to any such nominations. Decisions to be made at meetings of the Committee shall

be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

Chairing

The Chair and Vice-Chair of the F, A & R Committee shall be appointed by the Trust Board.

Attendance

The Chief Executive Officer, Chief Finance Officer and Director of Operations will be attendees. The Chair of the Trust Board shall have the right to attend any meeting of the Committee. Others, such as appropriate, internal and external Audit representatives will attend by invitation of the Chair.

Key Purpose

The purpose of the **F, A & R** Committee is to monitor the financial performance of the Trust; to ensure that the Trust complies with the Academies Trust Handbook; to authorise spending within the limits laid out in Section 13 below; to oversee the annual budgeting and the medium-term financial plan; and to recommend or otherwise the statutory accounts for Board approval; to monitor the integrity of the financial statements; to review the governance, internal control and risk management systems, including the risk register and to review the internal and external audit services. It also gives recommendations to the Trust Board where it considers that action and improvement is needed. In addition, it is authorised by the Trust Board to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the committee in the conduct of its enquiries. The Committee is authorised to obtain independent professional advice if it considers this necessary.

In accordance with the Academies Trust Handbook, the committee must agree a programme of work annually to deliver internal scrutiny that provides coverage across the year; review the ratings and responses on the risk register to inform the programme of work, ensuring checks are modified as appropriate each year; agree who will perform the work; consider reports at each meeting from those carrying out the programme of work; consider progress in addressing recommendations; consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations; have access to the external auditor as well as those carrying out internal scrutiny, and consider their quality.

Functions and Duties

The F, A & R Committee shall be responsible for:

Financial matters

- Exercising the powers and duties of the Trust Board in respect of the financial administration of the Trust, except for those items specifically reserved for the Trust Board, the Local Governing Bodies and those delegated to the Headteacher and other staff.
- Reporting on decisions taken under delegated powers to the next meeting of the Trust Board.
- Reviewing the annual Trust budget prior to the start of each financial year and recommending its acceptance, or otherwise to the Trust Board.
- Considering budgetary control reports on the Trust's financial position at every meeting, taking appropriate action to contain expenditure within the budget and report to the Trust Board.
- Reporting to the Trust Board all significant financial matters and any actual or potential overspending.
- Authorising financial transactions of the Trust as laid out in Section 13
- Ensuring that the CFO has put in place arrangements for adequate insurance cover.
- Ensuring that the Director of Operations, managed by the CEO, has put in place annual independent checks of assets and the asset register.

- Reviewing the draft financial statements and highlighting any significant issues to the Trust Board, prior to submission to the Secretary of State by the dates specified by the ESFA.

Governance, and Risk Management

- Review internal and external reports and make recommendations to the Trust Board.
- Consider all relevant reports, including reports on the Trust's accounts, achievement of value for money and the response to any management letters.
- Review the effectiveness and integrity of systems of internal control established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally preferable manner.
- Review the effectiveness of systems to assess and manage risk, and review the Trust-wide risk register.
- Review the operation of the Academies' code of practice for members of the Trust Board, Local Governing Bodies and the code of conduct for staff.
- Consider any other matters were requested to do so by the Trust Board.

Internal Audit

- Consider and make recommendations to the Trust on the appointment, reappointment and removal of the internal auditors.
- Recommend the internal audit programme for Trust Board approval, ensure that the function is adequately resourced and has appropriate standing within the Trust and its academies.
- Consider and monitor management's responses to any major internal audit, and the timely and appropriate implementation of any recommendations.
- Meet with the internal auditors at least once a year to discuss their remit and any issues arising from the internal audits carried out.
- Monitor and review the effectiveness and quality of the internal audit function to ensure it provides appropriate independent assurance to the Trust and value for money.

External Audit

- Consider and make recommendations to the Trust Board and members on the appointment, reappointment and removal of the external auditors.
- Discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor has the fullest co-operation of staff.
- Consider and advise Trust Board on the Trust's annual and long-term audit programme.
- Review the findings of the audit with the external auditor considering any material issues which arose during the audit, any accounting and audit judgements and levels of errors identified during the audit.
- Meet with the external auditors at least once year to discuss their remit and any issues arising from the audit.
- Monitor and review the effectiveness and quality of the audit, assessing annually their independence and the relationship with the auditor as a whole, including the provision of any non-audit services, and value for money.

Frequency of Meetings

The F, A & R Committee will meet not less than three times per year

Reporting

The F, A & R Committee will regularly report via its Minutes to Trust Board.

Review of Terms of Reference

The terms of Reference will be reviewed annually by the **F, A & R** Committee and recommended to the Trust Board for their approval.

7. Powers and Duties Delegated to the Education Standards (ES) Committee

Authority

The Committee reports to the Trust Board and is authorised to act on its behalf within its delegated powers. The Committee is authorised to obtain independent professional advice if it considers this necessary. Any Leader of the Trust shall be directed to co-operate with requests from the Committee for any appropriate information that it requires.

Membership and Quoracy

The Committee shall be appointed by the Trust Board. The Chair of Trust Board shall not be a member of the Committee (other than in exceptional circumstances). The normal term of office will be four years.

The Committee shall comprise of 5 members with a quorum being three members. The Chair shall be a member of the Trust Board but not a LGB Chair Trustee. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote. No vote shall be taken unless the meeting is quorate.

Chairing

The Chair and Vice-Chair of the ES Committee shall be appointed by the Trust Board.

Attendance

The Chief Executive Officer and Primary and Secondary Headteacher Improvement Team Chairs will attend meetings. The Chair of the Trust Board shall have the right to attend any meeting of the Committee. Others, such as appropriate, including Headteachers or Improvement Partners may attend by invite.

Key Purpose

The Education Standards Committee will provide assurance to the Trust by having a clear line of sight on:

- Educational Standards
- School Improvement Strategy
- Inclusion Strategy
- Safeguarding Strategy

Remit and responsibilities of the Committee

To review progress towards achieving agreed educational key indicators

To review the self-evaluation profile of all Academies

To review any policies related to the educational aspects of the Trust's work and consider proposed revisions to these policies affecting all Academies

To review the effectiveness of the Executive with regards to the following aspects of the Trust's work:

- School Improvement
- People development

To investigate any lines of enquiry referred to it by the Board of Trustees

To liaise with the CEO (Chief Executive Officer) on matters to be communicated to Trustees and Local Governing Bodies

In the light of the above, it will be the Committee's responsibility:

To report the findings of their scrutiny and review to the Board of Trustees

To recommend educational targets and development plan priorities for the Trust as a whole and the individual academies within it

To recommend any further necessary action in particular, the Committee will review and recommend in the following areas:

Educational Standards

To review the SEF overview prepared by the Trust Executive and to be assured with regard to Academy Self Evaluation

To review the assessment data prepared termly across the Trust

To assess that sufficient progress is being made against agreed KPIs

To receive reports on student attendance, punctuality, suspensions, and permanent exclusions

To make recommendations to the Board in the light of the above

School Improvement

To annually review the Trust School Improvement Framework

To receive reports on the quality of teaching and learning and the effectiveness of leadership and management

To receive reports on continuous professional development and learning

To consider curriculum issues with reference to policy statements and the Trust's underpinning Curriculum Principles and Aims, and to ensure that all statutory requirements are met.

To provide assurance to the board that each Academy publishes the required information concerning its curriculum and performance

To keep under review the trust's provision for building capacity to enable school improvement at scale

To make recommendations to the Board of trustees in the light of the above

Inclusion Strategy

To receive and approve the Trust Inclusion Strategy and receive reports to monitor progress and implementation

To ensure that each Academy fulfils its legal responsibilities for students with Special Educational Needs and Disabilities (SEND)

To ensure, in partnership with the Finance, Audit and Risk committee that Pupil Premium funding is used effectively across the Trust in terms of impact on educational and opportunity outcomes

To ensure that the progress of all vulnerable groups is in line with agreed key indicators

To make recommendations to the Board in the light of the above

Safeguarding Strategy

To receive and approve the Trust Safeguarding Strategy and receive reports to monitor progress and implementation

To receive reports from the lead Safeguarding Trustee with respect to how the curriculum promotes learning for students in terms of keeping themselves safe and to provide information relating to safeguarding training for staff.

To ensure compliance with all legislation related to keeping children and staff safe

To make recommendations to the Board of Trustees in the light of the above.

Reporting procedures

Reports for consideration at meeting will be circulated within 7 working days of the meeting

Within 14 days of each meeting, the Committee will:

- Produce and agree minutes of the meeting
- Provide a summary document identifying decisions made; recommendations to the Board of Trustees; any items for the information of the Board of Trustees; and items for further discussion by the board of Trustees

Committee reports can be agreed by committee members by email.

The Committee reports will be sent to the Board of Trustees within 21 days of each Committee meeting

The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Board of Trustees from time to time

The Committee shall conduct an annual review of its work and the powers and functions delegated to it under these terms of reference and shall report the outcome and make recommendations to the Board of Trustees

8. Powers and Duties Delegated to the Remuneration Committee

Authority

The Committee reports to the Trust Board and makes decisions on Trust-wide decisions on staff pay. The Remuneration Committee is authorised to obtain independent professional advice and benchmarking if it considers this necessary.

Membership and Quoracy

The Committee shall be appointed by the Chair of the Trust Board from the Trustees of the Trust Board. The normal term of office will be four years.

The Committee shall comprise of three members with a quorum being two members. Only one of the three members can be on the F, A & R committee. A trustee who is also a LGB Chair cannot be on this committee. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

Chairing

The Remuneration Committee shall be chaired by the Chair of the Trust Board or their nominee.

Attendance

The CEO will be an attendee, having prepared recommendations to the Committee and making available national benchmarking information.

Key Purpose

The purpose of the Remuneration Committee is to agree the annual Trust pay policy and to approve central team and Executive pay recommendations.

Functions and Duties

The Remuneration Committee shall be responsible for:

- reviewing and agreeing the annual Trust pay policy
- reviewing pay rates following any national review, e.g., the annual School Teacher's Review Body Review

- Making any discretionary PRP awards for exceptional performance.

Frequency of Meetings

The Remuneration Committee will meet at least annually. The first meeting to take place in the Autumn term, to ensure pay decisions are made within the timeframe as set down in the School Teachers terms and conditions

Decisions

The Remuneration Committee will confirm its decisions in writing to the CEO, who will then authorise the CFO to action them.

Review of Terms of Reference

The terms of Reference will be reviewed annually by the Remuneration Committee and recommended to the Trust Board for their approval.

9. Financial Powers and Duties Delegated to the Headteacher

The Headteachers have delegated powers and functions in respect of internal organisation, management and control of their Academy, the implementation of all policies approved by the Trust Board and for the direction of teaching and the curriculum.

The Headteacher shall be responsible for:

- Reviewing income and expenditure reports with the Finance Department, highlighting actual or potential overspending.
- Authorising financial transactions in line with the arrangements laid out in section 13
- Ensuring the arrangements for collection of income, ordering of goods and services, payments and security of assets are in accordance with the Financial Policy & Procedures.
- Ensuring that all contracts and agreements conform to the Financial Policy & Procedures.
- Approving new staff appointments within the authorised establishment.
- Certifying the payment of salaries each month, in conjunction with the Trust Accountants, managed by CFO.
- Ensuring that proper security is maintained at all times for all buildings, furniture, equipment, vehicles, stocks, stores, cash, information and records etc. under their control.
- The operation of financial processes within the Academy, ensuring that adequate operational controls are in place and that the principles of internal control are maintained.
- Ensuring that full, accurate and up to date records are maintained in order to provide financial and statistical information.
- Ensuring that all records and documents are available for audit by the appointed external auditors and Audit Committee

10. Financial Powers and Duties Delegated to the Chief Finance Officer

The CFO shall be responsible for:

- Preparing, after discussion with the CEO, an annual draft budget plan for consideration by the **F, A & R** Committee, relevant LGB and Trust Board before the start of the relevant financial year.
- Monthly monitoring of expenditure and income against the approved budget and submitting reports on the Trust's financial position to the Chair of the Board monthly, and to every meeting of the F, A & R Committee. Any actual or potential material overspending shall be reported to the F, A & R
- Authorising financial transactions in line with the arrangements laid out in section 13
- Operating financial controls in line with the Academies Trust Handbook and other regulations.

- Ensuring the appropriate segregation of duties between staff responsible for processing orders, receiving deliveries and processing payments.
- Notifying the **F**, **A & R** Committee on any eventuality that could affect the Academy's insurance arrangements.
- Insuring all of the assets used by the Trust.
- Preparing, after discussion with the CEO, an annual draft operations and estate management plan for consideration by the **F**, **A & R and** Trust Board before the start of the relevant financial year.
- Maintaining a permanent and continuous register of all items of furniture, equipment, vehicles and plant in the Trust.
- Maintaining the standards of control for such systems in operation within the trust to include the use of properly licensed software, and for the security and privacy of data in accordance with the UK Data Protection Act and the EU General Data Protection Regulation.

11. Financial Powers and Duties Delegated to Other Staff

Members of staff with delegated responsibilities should be aware that these must be exercised in accordance with the Financial Policy & Procedures.

The following responsibilities are delegated to other staff in addition to the Headteacher and CFO:

- Budget Holders are responsible for checking and certifying monthly statements of expenditure against their delegated budget and for reporting any errors or irregularities to the Central Finance Team. Any actual or potential overspending shall also be reported to the Trust Accountant assigned to each Academy.

Departmental Budget Holders can authorise orders up to £1,000 provided it is within the scope and remaining balance of their delegated budget.

The CEO or CFO are authorised to open tenders in the presence of a Trustee.

The following members of staff are authorised to receive and check goods:

- Budget Holders
- Administrators nominated by the Budget Holder
- Budget Holders can authorise time records and authorise overtime within their delegated budget, subject to Headteacher approval.

12. Financial Powers and Duties Delegated to the CEO

The CEO shall be responsible for:

- Fulfilling the role of Accounting Officer of the Trust;
- Authorising financial transactions in line with the arrangements laid out in Section 13;
- Approving all central team salary amendments.
- Recommending Executive Team pay progression to the Remuneration Committee of the Trust Board

13. The Executive Team

The Executive Team is the executive arm of the Board made up of the Chief Finance Officer, Director of Operations and Head of Human Resources, and nominated Headteachers under the direction of the Chief Executive Officer (CEO). Its functions are:

To direct and support the operation of each Academy, developing strategic plans and policies in core areas of the operation in accordance with the direction of the Trust Board. These include managing risk, teaching and learning, leadership development, safeguarding training, finance, HR and ICT. The Executive Team specifies management controls and reporting requirements; audits the associated processes, procedures and outcomes in each Academy; identifies and delivers appropriate training and support; holds Headteachers to account; and reports to the Board on

progress and concerns.

To manage the conversion of schools to Academies. The Executive carries out Due Diligence across the school to establish its position and identify any action required, and, with the DfE, LA and solicitors, manages the associated legal processes.

14. Financial Authorisation Levels

Delegated Goods and Services	Value	Delegated Authority	Procurement Process
	Up to £1,999	Budget Holder	Select from established sources and new authorised suppliers. Always attain BV and VFM
	£2,000 - £14,999	As above plus Headteacher or CFO	Orders above £10,000 and up to £100,000 must be subject to
	£15,000 - £24,999	As above plus CFO	three competitive quotes unless technical specialisation or
Ordering Goods and Services (Raising requisitions)	£25,000 - £99,999	As above plus CEO	exceptional other good reason exists. Where three quotes are available an audit trail recording BV and VFM must be retained and approved by the CFO
	£100,000 - £500,000	FARC	Orders for £100,000 and above
	Above £500,000	Board	must follow the formal tender process including advertising in OJEU if over the EU threshold (currently £181,302) as at 1.1.18 See Tender Policy
Signatories for DFE grant claims and statutory returns	All	Two signatories (or as required by DFE) from Chair, CEO, CFO	N/A
Writing off Bad Debts or Losses	Up to £9,999	CFO and CEO	N/A
	£10,000 - £45,000	As above plus FARC	
	Above £45,000 individually, or above £625,000 cumulatively in one year	As above plus ESFA	
Entering into any form of guarantee, indemnity, or letters of comfort	All	ESFA approval	N/A
Borrowing in any form	All	ESFA approval	N/A
Disposal of Fixed Assets	Up to £9,999	CFO	N/A
Non-land & buildings	£10,000 to £19,999	As above plus CEO	
	£20,000 and over	As above plus FARC	
Freehold land & buildings (including heritage assets)	Acquisition Disposal	ESFA approval ESFA approval	
Leasehold land & buildings	Acquisition Disposal Lease under 7 years Lease over 7 years Sub-leasing any leasehold L&B	ESFA approval N/A FARC ESFA approval ESFA approval	
Raising Invoices to Collect Income	£1 - £9,999	Finance Officer	N/A

	£10,000 - £49,999	Trust Accountant	
	£50,000 and over	As above plus CFO	
Payroll Authorisation			N/A
Academies	All payments including monthly adjustments	Headteacher	
Monthly BACS runs	All salaries transfers	Trust Accountant plus CFO	
Contractual redundancy & severance & pension capital	All	Headteacher plus CFO	The procedure for all severance- type payments is for the payment to be calculated by Payroll, and the proposed payment to be authorised as per the limits advised here
Non-contractual severance-type payments	Up to £1,999	Headteacher	
payments	£2,000 - £10,000	CEO	Non contractual payments must be rarely applied
	£10,000 - £49,999	CEO plus FARC	
	£50,000 and above	As above plus ESFA	

15. Delegations

	Academy Headteacher (Delivers on academy performance & operations)	LGB (Monitors and challenges academies)	Executive Team (Approves key items and supports academies)	Trust Board (Ultimately accountable and approves all statutory policies and finance)
Academy Improvement	 Develops and implements academy strategy, culture & ethos in line with overall Trust mission Develops and then proposes academy priorities and academy improvement plan (AIP), including suggesting targets Initiates academy expansion strategy Delivers as per AIP and targets Develops & proposes curriculum model Leads assessment processes Improves teaching quality through performance management, CPD, etc Commissions Trust AIP support 	 Supports and challenges and then agrees the development of the AIP, SEF, and academy expansion strategy Supports the Headteacher to develop and implement local academy culture and ethos Supports and challenges, and then agrees, the academy curriculum model Monitors academy performance against AIP and targets, through reviewing and challenging Headteacher updates and data analysis. LGB will also receive Trust Review reports and KPIs 	 Approves: Trust culture &ethos Trust targets Trust priorities Trust Curriculum Principles; behaviour policy Develops & approves Academy expansion strategy - can also initiate academy expansion strategy; Deploys support to academies, including: implementing AIP; improving teaching quality; managing assessment processes; analysing academy KPIs and providing information to LGBs Monitors academy performance 	 Sets overall vision, mission and strategy for the Trust Holds Executive to account on academy improvement, and all operational areas
Headteacher recruitment, appraisal		 LGB Chair or rep: Engages in Headteacher recruitment veto right Engages in appraisals with CEO Engages in Headteacher Performance Related Pay through appraisal 	 Conducts Headteacher recruitment Conducts appraisals with engagement from LGB Chair Makes pay recommendations to the Remuneration Committee 	 Remuneration Committee approves salary and PRP Trust Board approves Headteacher appointment
Finance & procurement	 Delivers budget and financial targets Works with Finance Team to prepare and propose budget and 4-year forecasting Works with Finance Team on preparation of monthly and end-of-year academy finance documents Finds and implements local academy procurement opportunities Provides feedback to Executive on performance of central services 	 Reviews, supports and challenges on the development of the budget Receives timely and accurate financial information Accountable for Pupil Premium, Catchup, Sports Premium and SEND expenditure Monitors and challenges academy finances, particularly against budget and the use of resources vs. education plans Monitors & challenges locally-led procurement 	 Sets financial policies Recommends to Trust Board: Academy budgets & forecasts Use of reserves & endowments Central recharge Recommends academy finance targets to Finance Committee of Trust Board Supports Headteachers with academy finances Responsible for all MAT finances Finds, implements and manages Trust-wide procurement opportunities 	 Accountable for ensuring financial compliance and sustainability Appoints Finance & Audit Committee Approves use of reserves and inter-Academy loan process Approves: Trust budget and central recharge Financial targets for academies Use of capital endowments Running academy deficit Financial statements

	Academy Headteacher	LGB	Executive Team	Trust Board
HR / Recruitment	 Ensures HR policies and processes are implemented in line with policy, including: performance appraisals and pay reviews, grievance (unless against a Headteacher), local academy recruitment (unless for Headteacher or new Impact Academy, then Executive conducts) Develops and presents staff restructure proposals Liaises with local level unions Develops and retains great staff in academies Has the power to dismiss, in line with Trust policies and having consulted the Executive 	 Scrutinises significant staff restructures Monitors implementation of key HR policies, esp. pay and performance Responsible for additional HR activities including: Chair leads on complaints against Headteacher, guided by Executive Supplies representation for hearings & tribunals Participates in academy recruitment at senior leadership team level 	 Drafts HR and recruitment policies Approves significant staff restructures Conducts recruitment of a Headteacher or for a new Impact Academy Supports academies with ongoing HR guidance Responsible for additional HR activities including: Supplying representation for hearings Conducting Staff Consultative Committee as required Liaising with national level unions when required Recruits Trust operational staff Recommends Trust pay scales 	 Accountable for all HR compliance Approves all HR policies (some non- statutory policies are delegate to Audit and Risk Committee or Executive team) Approves recruitment of a Headteacher or for a new Impact Academy Conducts recruitment of a CEO and CFO; approved by Members Chair leads on complaints against CEO, guided by independent advice Remuneration Committee: Sets pay policy Makes decisions on senior salaries, ranges & PRP
Safeguarding, H&S and other compliance	 Ensures compliance with statutory obligations and mandatory Trust policies, including H&S, safeguarding, SEND, admissions and exclusions Leads on academy level risk management Provides information for FOI requests Responds to all academy level complaints 	 Monitors academy implementation of statutory compliance & risk management Leads on non-safeguarding complaints against Headteacher Appoints link governors for Safeguarding and SEND (mandatory) 	 Drafts statutory and Trust policies Leads on safeguarding issues against the Headteacher Supports academies as needed, e.g. admissions, safeguarding, H&S, etc Responsible for additional activities, inc: Make the appropriate arrangements for Admission Appeals Coordinate response to FOI requests 	 Accountable for all compliance Approve all statutory policies
Communications & community	 Delivers on academy communications strategy and academy visual identity Manages parent, community, local stakeholder and academy media engagement Leads on LA communications Refers any reputational risk to the CEO 	 Supports family communications and community engagement 	 Develops communications toolkit & guidance Manages crisis communications & reputational risk Supports Headteachers with LAs & families as needed Leads on marketing for Trust and Academies and develops brand guidelines 	 Approves any changes to the overall Impact Academies brand
Capital projects	 Leads proposal development for significant building projects and refurbishments Leads on project delivery with engagement from Executive and LGB especially on procurement & CDM compliance 	 Supports and challenges the development of academy building / refurbishment proposals Monitors academy building projects 	 Approves significant building projects and smaller refurbishments if over £25K or if Academy in deficit Supports significant building project delivery Engages in project delivery for procurement if subject to OJEC procurement law & CDM 	 Accountable for all compliance with building projects Engages in procurement process for significant projects Grants initial approval of all building projects

	Academy Headteacher	LGB	Executive & Operations	Trust Board
Health and Safety	 Responsible for local implementation of policies, including development of academy procedures and internal reporting on statutory requirements 	 Monitors academy compliance with H&S policies and statutory obligations as well as challenging academies to ensure best practice is followed 	 Drafts Trust H&S policies Monitors academy H&S by arranging inspections / audits Supports implementation, as needed 	 Accountable for ensuring a safe and healthy environment for staff, pupils and other persons on Trust premises Approves H&S policy
Safeguarding	 Tailors Trust policy to their academy Appoints Designated Safeguarding Lead (DSL) Manages all safeguarding complaints (exc. against Headteacher), with Executive engagement Responsible for referrals for children at risk, outside academy environment 	 Signs off academy safeguarding policy Monitors implementation of safeguarding through reports from DSP on the measures being taken to ensure compliance Ensures the list of aspects to monitor is in the Safeguarding policy. 	 Drafts Trust Safeguarding policy Responsible for dealing with any complaint against Headteacher Consulted in responding to any complaint against a staff member Supports academies to assess the need for referrals for children at risk 	 Accountable for all legal responsibilities Approves Trust safeguarding policy
SEND	 Sets academy specific SEND policy Appoints qualified SENDCo. Responsible for implementation in line with all relevant statutory requirements 	 Monitors and challenges implementation of SEND policy and performance of SEND students 	 Drafts Trust SEND policy Engaged on academy SEND policy Supports academies and monitors implementation 	 Accountable for all legal responsibilities Approves SEND policy
Equalities	 Responsible for ensuring compliance with all aspects of equalities legislation 	 Monitors the performance disadvantaged learners, SEND, children looked after & BAME groups 	 Scrutinises Stage 2 complaints & protected characteristics 	 Sets employee equalities objectives
Admissions	 Participates and negotiates with LA over local fair access/in year placements protocols – and then implements 	 Recommends Academy Admissions Policy Kept informed of major aspects such as policy and appeals Monitors fair access in line with guiding principles 	 Drafts mandatory admissions policy & responsible for its implementation Manages admissions appeals Sets guiding principles for fair access/ in year protocols; provides expertise 	 Accountable for all legal responsibilities Approves Academy admissions policies
Exclusions	 Responsible for issuing an exclusion, informing all relevant parties and managing any appeal processes 	 Informed of every permanent exclusion and monitors FTE frequency and trends Makes final decision if governors panel needed 	 Drafts mandatory exclusions policy Provides expert supports to help manage exclusions appeals (esp. for independent review panel) 	 Accountable for all legal responsibilities Approves exclusions policy
FOI requests	 Provides information needed to respond to FOI requests 	 Engaged as needed to respond accurately to requests 	Responds to all FOI requests	 Accountable for ensuring Trust fulfils FOI/Data Protection statutory obligations
Finance	 Accountable for financial probity & best value in Academy expenditure 	 Register and publish all pecuniary and business interests 	 Responsible for Trust-wide financial regularity, propriety and compliance Prepares EFA returns and Annual Report 	 Accountable for Trust-wide financial regularity, propriety and compliance Responsible for Scheme of Delegation Acts on the advice of its Finance, Audit and Risk Committee

	Members	Trust Board	CEO	Headteacher	LGB
Agree & review Articles of Association	\checkmark	R			
Appoint / remove Members	\checkmark				
Appoint / remove Trustees	\checkmark	R			
Appoint / remove LGB Chair		✓	R	С	
Appoint / remove LGB members		✓	R		с
Appoint / remove Clerks		✓	R		
Role descriptors for Trustees / Committees / Chairs / LGBs		✓	c		
Appoint / remove CEO		\checkmark			
Appoint / remove CFO		✓	R		
Appoint / remove Headteacher		✓	R		с
Appoint / remove SLT			✓	R	с
Appoint / remove Staff			С	✓	
Annual pay policy (Remuneration Committee)		✓	R		
Annual Bonuses for Exceptional Performance		✓	R	с	
CEO appraisal & pay award		✓			
CFO and central team appraisal & pay award		✓	R		
Headteacher pay appraisal & pay award		✓	R		
SLT pay appraisal & pay award				R	✓
Staff pay appraisal & pay award				R	\checkmark
Key: ✓	Approve	R Recomm	nend	C Consulted	