



Scheme of Delegated Authority

May 2020

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1. Introduction

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

2. Vision and guiding principles

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

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

The Trust's governance structure is shown in Appendix A. The roles and responsibilities of each level of governance are set out in this document and should be read in conjunction with the RACI¹ matrix in Appendix C.

¹ RACI: Responsible - Accountable - Consulted - Informed

3. Trust Members

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

In order to do this every Member must:

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

3.1 Responsibilities of members

The specific duties of Members are to:

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

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

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

A job profile is attached in Appendix B.

3.2 Number of members

The signatories to the Memorandum for the Trust were the original members. Thereafter there will be five Members.

3.3 Appointment of members

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

When there is a vacancy or need to replace Members and there is no known candidate, the position will be advertised widely across the Trust's schools, communities, and local areas. The Members are appointed in a personal capacity and do not have a set term of office.

4. The Board of Trustees

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

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

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

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

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

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

4.1 Responsibilities

The specific duties of Trustees are to:

- Establish and regularly review the vision of the Trust in consultation with all constituent schools and entities
- Ensure the quality of education provision and oversee standards and outcomes across the Trust, including:
 - Annual target setting for the Trust in general and for individual academies;
 - Overseeing key performance data on a Trust and individual academy basis;
 - Challenging and monitoring the performance of the individual academies;
 - Performance management of the Chief Executive.
- Manage the Trust's finance and property, including:
 - Agreeing each academy's budget;
 - Ensuring compliance with the Academies Financial Handbook;
 - Overseeing the finances of each academy in the group;
 - Financial oversight of the GLF central budget;
 - Manage the Estates strategy for the Trust

- Determine the extent of services provided centrally and the allocation of cost;
- Establish processes for the local management and maintenance of assets and appropriate registers.
- Establish pay, appraisal and HR policies for the staff employed by the Trust.
- Ensure that the Trust complies with charity and company law
- Fulfil the role of admissions authority for all schools within the Trust
- Operate the Trust in accordance with the Funding Agreement that has been signed with the Secretary of State
- One of the Trustees will be the nominated Safeguarding Lead for the Trust.

4.2 Number of trustees

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

4.3 Appointment of trustees

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

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

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

Applications will be reviewed by a panel comprised of the Chair of the Board and two other Trustees (not including the CEO). Candidates may be shortlisted, and then will be invited to interview. The interview will be held by the same panel as that for shortlisting. This may be supplemented by an informal discussion between the candidates and the CEO and members of the Executive team. The panel will make a recommendation to the Members who will make the final appointment.

4.4 Chair and Vice Chair of trustees

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

The Chair (or the Vice Chair in the event that the position of Chair is vacant) may exercise any function of the Trust Board which can be delegated to an individual only in one of the

following circumstances:

(1) the Chair is of the opinion that a delay in exercising the function until the earliest practicable date when a meeting of the Board or relevant committee could be held would be likely to be seriously detrimental to the interests of

- (a) the Trust and/or one or more of the schools;
- (b) any pupil attending a school within the Trust, or their parent; or
- (c) a person who works in the Trust.

(2) the function has been explicitly delegated to the Chair by the Trust Board in writing, and the Chair is acting within the terms of that delegation.

4.5 Terms of Office

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

5. Sub committees of the Board

5.1 Operations and Growth committee

This committee provides detailed review and monitoring of the growth plans of the Trust, and oversees the policy framework for the staffing, premises and equipment of all the schools. Details of membership, operation and remit of the committee are documented in the relevant Terms of reference.

5.2 Audit & Risk Committee

This committee provides assurances to the Trust Board that risks are being adequately identified and managed by reviewing the risks to internal financial and other controls at the Trust, and agreeing a programme of work to address, and provide assurance on, those risks. The outcome of the work informs the governance statement that accompanies the Trust's annual accounts and, so far as is possible, provides assurance to the external auditors and other relevant external parties. Details of membership, operation and remit of the committee are documented in the relevant Terms of reference.

5.3 Education Committee

This committee provides oversight of the education provision of the Trust including curriculum, teaching and learning, safeguarding, pupil personal development and wellbeing, and pupil outcomes. Details of membership, operation and remit of the committee are documented in the relevant Terms of reference.

5.4 Budget Committee

This committee is responsible for the oversight and detailed review of the Trust budget, and recommendation to the Board. Details of membership, operation and remit of the committee are documented in the relevant Terms of reference.

5.5 Remuneration Committee

This committee is responsible for the performance management of the CEO, determination of pay and rewards of the CEO, and oversight of the rewards for executive leaders in the Trust. Details of membership, operation and remit of the committee are documented in the relevant Terms of reference.

6. The Executive team

The Executive team, led by the CEO, is accountable for the outcomes of the schools in the Trust whilst having an overview of: the national system of education, the internal organisation, management and control of the schools (including the implementation of all policies approved by Trustees), and the direction of the teaching and curriculum in every school. The Executive team enables each school leadership team to focus on learning, teaching and pupil or student progress in their school, while working collaboratively with experienced practitioners.

Specific responsibilities are to:

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

The CEO fulfils the Accounting Officer role for the Trust.

6.1 Appointment of the Chief Executive Officer

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

7. School Standards Boards

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

Education Partners attend SSB meetings to ensure effective collaboration and communication between the Executive team and the SSB.

7.1 Establishment of SSBs

The Board shall establish SSBs such that each school within the MAT is overseen by an SSB, whether individually or within a small group of local schools. The establishment of SSBs shall be reviewed annually and may be amended in the interests of effective governance. Any changes to the number of schools overseen by an SSB require formal approval of the Board.

The Board may disband an SSB and replace it with a new SSB or establish an interim governance committee (IGC).

An IGC is an interim governance arrangement consisting of members wholly appointed by the Board and would normally consist of some combination of Trustees, members of the central team and experienced SSB members from elsewhere in the Trust. The aim of the IGC is to re-establish effective governance at the school(s) it covers, and then support the establishment of a new SSB. An IGC will operate for no longer than 2 years except in exceptional circumstances.

7.2 Membership

The SSB has between 6 and 8 members:

- Headteacher²
- 2 parent representatives
- Between 3 and 5 community representatives

In addition, Education Partners will attend one SSB meeting per term.

The number of community representatives will be determined based on the needs of the SSB and is subject to final approval by the Board.

Agendas will be drawn up by the Clerk with the Chair of the SSB and the Headteacher, based on the SSB annual workplan approved by the Board. Details of the operation and remit of the SSBs are documented in the relevant Terms of reference

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

7.3 Appointment of SSB members

Terms of office for parent and community representatives will be four years, with a maximum of three terms (unless there are exceptional circumstances agreed by the Board) and recognising previous terms of office served on any predecessor Local Governing Body.

² Headteacher may mean Executive Principal/Headteacher, co-headteacher, Associate Headteacher or Head of School. Only one may be a member of the SSB.

Parent members will be elected following an election process.

Community members will be appointed by the SSB.

The Board has the power to remove any members of the SSB including the Chair.

Parent and Community members cannot be employees of the Trust or Trustees, unless they have been appointed by the Trust Board.

7.4 Chair and Vice Chair of the SSB

The Chair and Vice-chair of the SSB are elected by the SSB and will be community or parent members. The appointment of the Chair must be approved by the Board. Employees of the Trust should not normally be appointed Chair of an SSB except on an interim basis and where no other candidate is immediately available.

The Chair (or the Vice Chair in the event that the position of Chair is vacant) may exercise any function of the SSB which can be delegated to an individual only where the Chair is of the opinion that a delay in exercising the function until the earliest practicable date when a meeting of the SSB could be held would be likely to be seriously detrimental to the interests of

- (a) the school(s);
- (b) any pupil attending the school(s), or their parent; or
- (c) a person who works at the school(s).

In so acting, the Chair may only exercise functions which fall within the remit of the SSB as set out in the relevant Terms of Reference.

8. Clerking

The Trust will appoint a Company Secretary who will:

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

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

- Understand the Trust's ethos
- Be familiar with the Scheme of Delegated Authority and support the Board, and/or committee and and/or SSB members in complying with it
- Be familiar with the Academies Financial Handbook
- Help SSBs to understand the governance arrangements in the Trust
- Have awareness of the Trust's processes for obtaining professional advice, e.g. audit, legal, health and safety
- Assist SSBs in complying with the Board's reporting requirements
- Assist with agenda setting and minute taking for SSB meetings

- Ensure that papers are available electronically at least 7 days prior to any meeting
- Work within the Clerks Competency framework, attend GLF Clerks forums and undertake professional training where appropriate.

9. Appeals panels and hearings

The Trust may appoint parent and community SSB members to serve on panels for any school in the Trust, whether or not it is the school on whose SSB they serve.

10. Transition arrangements for schools joining the trust

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

10.1 Converter academies

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

10.2 Sponsored academies

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

10.3 New academies (presumption or free school)

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

11. Funding and charging arrangements

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

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

12. Communication protocols

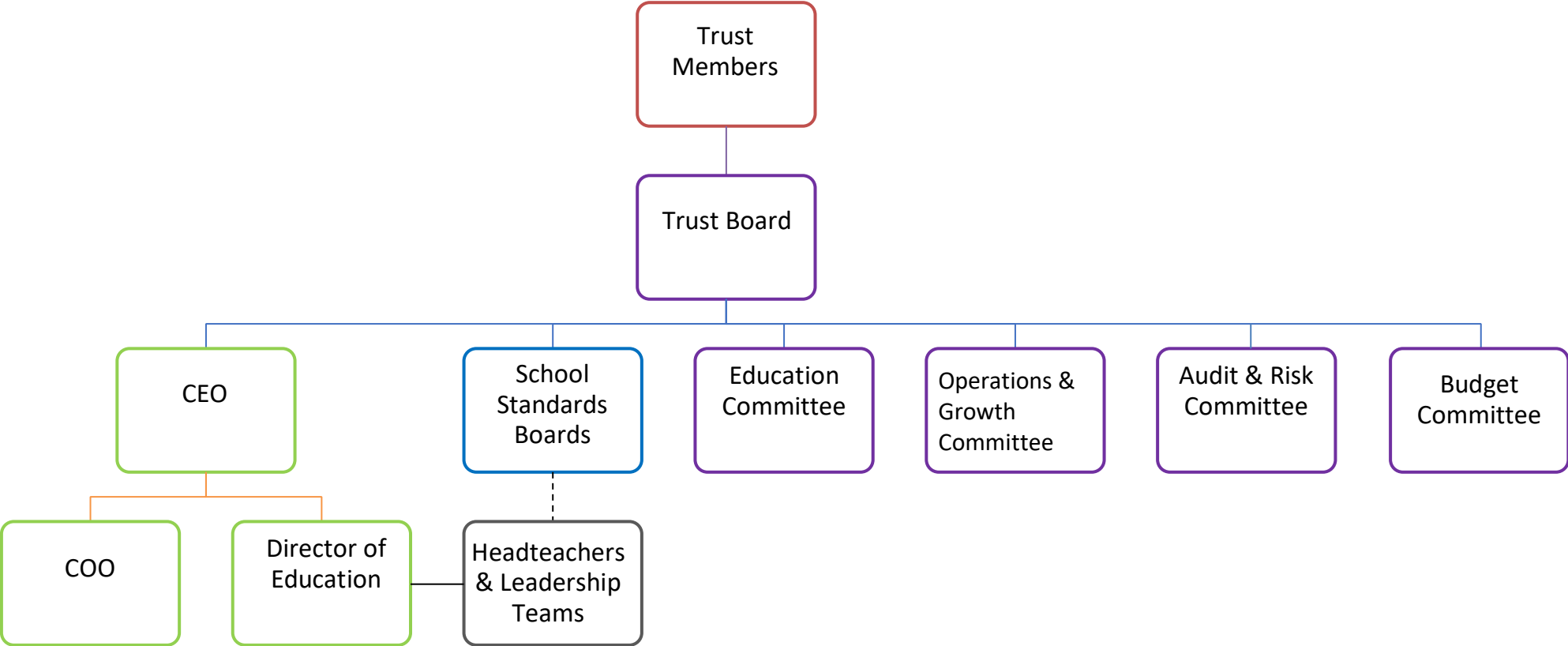
The SSB structure ensures communication between the Executive team, Trust Board and local representatives and is supplemented by regular forums and training opportunities for local representatives. In the event that concerns cannot be addressed through these routes then the Chair of the SSB should contact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

13. Related parties

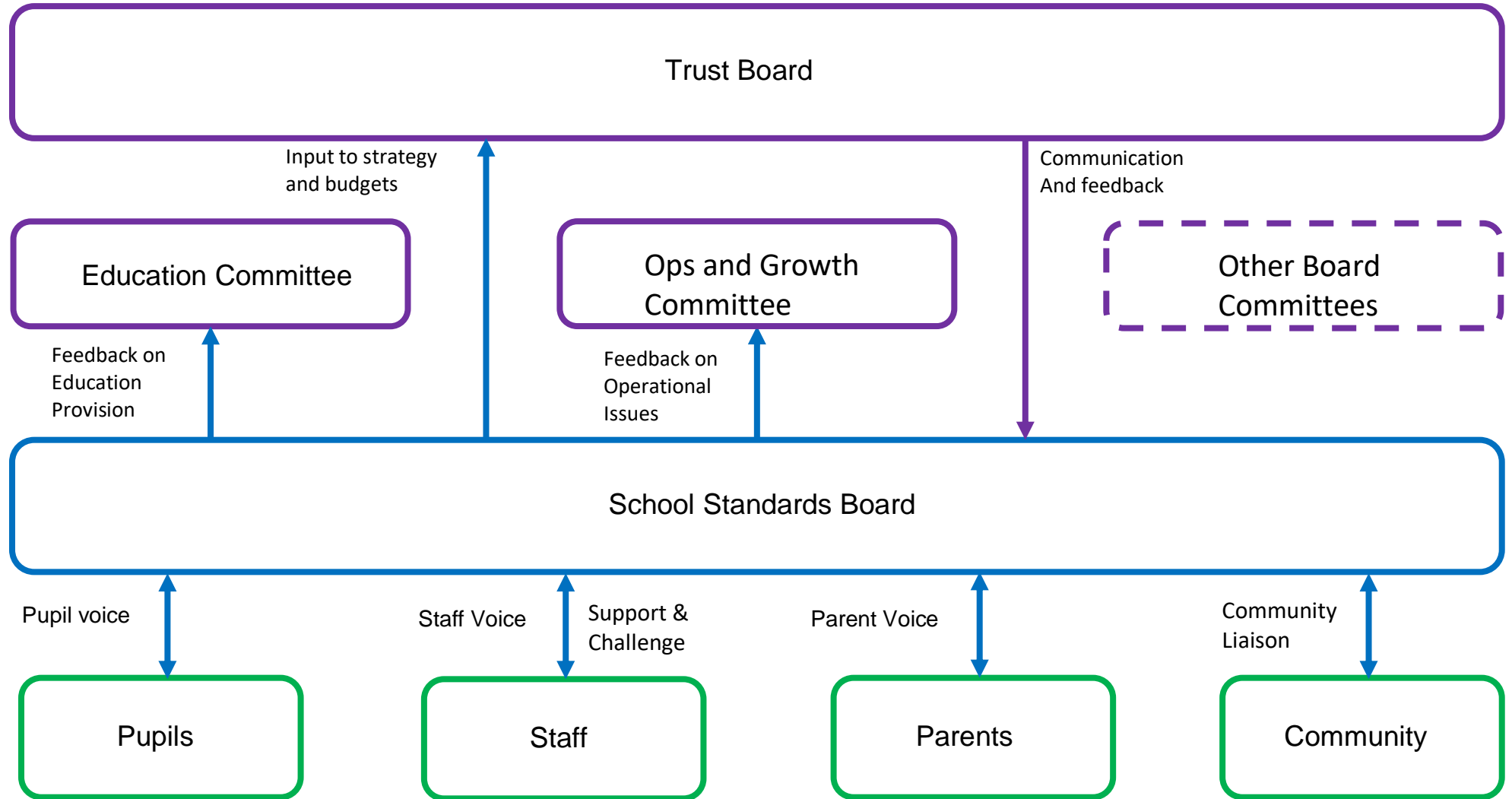
No committee or board shall comprise two or more parties who are related to each other. Any such relationship must be declared and only one member will remain on the committee or board.

Appendix A

Governance structure



Governance Operation



Appendix B : Role of Trust Members

Experience: A background in strategy, governance, finance, HR, estates or education is beneficial.

1. Role Summary

- Understand and support the vision and values of the Trust
- Hold the Trust Board to account for the effective governance of the Trust.
- Understand the skills, behaviour and knowledge trustees need to be effective
- Have sufficient experience of governance, accountability and/or education to make informed decisions

2. Main Responsibilities of the member

- Ensure the Objects of the Trust are met, through receipt of the Annual Report and Accounts
- Appoint trustees in line with the process set out in the Scheme of Delegated Authority
- Remove Trustees if such intervention is required
- Oversee the effective governance of the Trust through receipt of the Chair's report
- Appoint the Trust's external financial auditors
- Determine the Trust's constitution and governance structure through responsibility for any changes to the Articles of Association, as required
- Change the Trust name if required.
- Keep abreast of the challenges relevant to the performance of the Trust
- May attend and be a member of other committees or working groups when appropriate

3. Qualities of a Member

Essential

- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a member and adhering to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Commitment to the Trust's objects, aims and values and willingness to devote time to carry out responsibilities.
- Strategic and forward-looking vision in relation to the Trust's objects and aims.
- Good, independent judgement, political impartiality and the ability to think creatively in the context of the organisation and external environment.
- Good communication and interpersonal skills and the ability to respect the confidences of colleagues.

Desirable

- Prior experience of committee/trustee work.
- Knowledge of national education policy and local education context
- A wider involvement with the voluntary sector.

- Experience of chairing meetings, committee work, some experience of charity or education finance.
- Leadership skills exercised through a period change.

4. Time Commitment

- Members are required to attend an AGM.
- In addition to the AGM, other contact - usually electronic - will be necessary

An enhanced DBS (Disclosure and Barring Service) check will be required.

APPENDIX C : RACI

R	Responsible
A	Accountable
C	Consulted
I	Informed

Carries out the process or task and/or makes a recommendation
 Makes the final decision
 Consulted before a decision or action is taken
 Informed that a decision or action is taken

	Members
Governance	
Articles of Association	A
Dissolving the Trust or amending its structure	A
Scheme of Delegation	
Appointment & removal of members	A & R
Appointment & removal of trustees	A
Election of Chair of Trustees	
Establishing committees and setting terms of reference	
Establishing, amending and dissolving SSBs	
Appointment of community SSB members	
Appointment of Trust employees as SSB members	
Removal of SSB members	
Appointment of Chair of SSB	
Removal of Chair of SSB	
Replacement of SSB with IGC	
Managing conflicts of interests	

Trust Board	Audit and Risk Committee	Education Committee	Budget Committee	Operations & Growth Committee
R				
R				
A	C	C		C
R				
A & R				
A & R				
A		R		
		I		
A		R		
A		R		
A		R		
A		R		
I	A			

CEO & Executive team	Head	SSB
C	I	I
C	I	I
R	C	C
I	I	I
I	I	I
C	I	I
C	I	I
I	C	A & R
C	C	R
C	C	R
C	C	R
C	I	I
C	I	I
R	R	R

ESFA

	Members	Trust Board	Audit and Risk Committee	Education Committee	Budget Committee	Operations & Growth Committee	CEO & Executive team	Head	SSB	ESFA
Strategic leadership										
Strategic vision, values and objectives of the Trust		A & R	C	C		C	C	C	C	
Strategic vision, values and objectives of the academy		I		I			A	R	R	
Education										
Agree performance targets		A		R			R	R	R	
Performance against targets				I			A	R	R	
Change of age range or PAN		A		I			C	R	R	
Change to admissions arrangements		A		I			C	R	R	
Admissions outside of chronological age group		A					C	R	R	
Change to curriculum				I			A	R	R	
Change to school day		I					A	R	R	
Term dates and INSET dates		C					A	R	R	
Appointment of the Trust DSL		I					A & R	I	I	
Appointment of an academy DSL				I			A	R	C	
Appointment of the designated teacher for LAC				I			C	R	A	
Website, prospectus, uniform, marketing & PR							A	R	R	
Finance										
Appoint external auditors	A	I	R				C			
Agree internal scrutiny procedures		I	A				R	I	I	
Trust annual accounts	I	A	C				R	I	I	

	Members	Trust Board	Audit and Risk Committee	Education Committee	Budget Committee	Operations & Growth Committee	CEO & Executive team	Head	SSB	ESFA
Trust strategic budget plan		A			C		R	I	I	
Academy strategic budget plan		A			C		R	C	C	
Budget Forecast Return Outturn		A	C				R			
3-year budget forecast return		A	C				R			
Taking out a loan or overdraft		I					A & R			Y
Taking out a finance lease		I					A & R			Y
Authorising bank signatories		I	A				R			
Staffing (see note*)										
Appoint CEO	I	A & R						I	I	
Appoint members of the GLF Central team		C					A & R	I	I	
Dismissal, suspension or redundancy of CEO	I	A & R						I	I	
Appoint Accounting Officer		A & R						I	I	
Appoint CFO			C				A & R	I	I	
Appointment & PM - Headteachers		I					A & R	C	C	
Appointment & PM - DHT/AHT				I			A	R	C	
Appointment & PM - other academy based staff							C/I	A & R	I	
Dismissal, suspension or redundancy of HT		I		I		I	A & R	C	C	
Dismissal, suspension or redundancy of any staff (other than CEO and HT)						I	A	R	R	
Staff severance or compensation payments						A	R	C		if > 50k

	Members	Trust Board	Audit and Risk Committee	Education Committee	Budget Committee	Operations & Growth Committee	CEO & Executive team	Head	SSB	ESFA
Appointing a member of staff on any basis other than as a direct employee of the Trust						I	A	R	I	
Ex-gratia payments						A	R	C		Y
Restructuring of staff		C/I	I			I	A	R	R	
Staff well-being						A	R	R	R	
Children & students										
Exclusions - short term							C	A & R	I	
Exclusions - permanent				I			A	R	R	
Infrastructure										
Taking up a lease on land or buildings		I				A	C	R	R	if > 7 yrs
Granting a leasehold on land and buildings		I				A	R	C	I	Y
Acquiring freehold on land and buildings		C				A	R			Y
Disposal of freehold on land and buildings		A					R	I	I	Y
One off lettings								A & R	I	
Regular lettings (non-exclusive use)		I	I				C	A & R	C	
Structural changes to buildings		I				I	A	R	R	
School condition allocations		I				A	R	I	I	
ICT support - strategic						I	A & R	C	C	
ICT infrastructure - strategic						C	A & R	I	I	

	Members	Trust Board	Audit and Risk Committee	Education Committee	Budget Committee	Operations & Growth Committee	CEO & Executive team	Head	SSB	ESFA
Compliance										
Trust risk register		I	A				R	I	I	
Risk Register - academy			I				C	R	A	
Ensure compliance with all statutory and regulatory requirements			C			I	A	R	R	
Complying with Safeguarding policies in school				I			I	R	A	
Setting and amending the statutory policy schedule		A					R	I	I	
Central policies - as per policy list		A	R	R	R	R	R	I	I	
Implementation and adoption of policies in school as required by the statutory policy schedule				I			I	R	A	
Evaluate the effectiveness of centrally provided services		A					R	C	C	

* where central GLF staff are concerned the responsibilities of the Head would sit with the CEO