

## **Aspire Learning Trust Scheme of Delegation**

**As approved by the Trust Board on 16.12.22**

### **Introduction**

A multi academy trust's board of trustees is accountable in law for all major decisions about all the schools within the trust. However, this does not mean that the board is required to carry out all the trust's governance functions and many functions can and should be delegated elsewhere, including to the CEO, the board's committees, and to academy committees, often known as local governing bodies (LGBs). It is vital that the decision to delegate a function is made by the full board of trustees and is recorded. Without such delegation, the individual or committee (board or academy) has no power to act.

The principle governing document in trusts is the articles of association. The articles set out the charitable purpose of the trust, providing a framework for trusts to act within both company and charity law. They will not however include the specific detail of the trust's chosen governance structure and how governance functions have been delegated. This is why it is critical that trusts agree a scheme of delegation that explicitly establishes who carries out which governance function and can therefore make the decisions associated with that function.

A scheme of delegation is not an optional extra – it is an essential requirement for effective governance and clear decision making. As a document, the scheme of delegation should be as simple and systematic as possible, so that the members, trustees, board committees, academy committees (LGBs), and executive leaders are all clear about their roles and responsibilities within the governance structure.

It is important that the scheme of delegation is visible to all, both within and beyond the trust, so that it is clear how the governance structure and lines of accountability work. This is why the scheme of delegation must be published on the trust's website, as well as all of its schools' websites.

When considering any guidance on schemes of delegation, it is important to bear in mind that the model that you adopt must be appropriate for your trust. Governing and managing groups of schools is complex – hence this guidance is designed to demonstrate how a scheme of delegation need not detail every single governance function but seeks to demonstrate the principles which determine the lines of accountability so that it is clear where certain functions and key decision making lies.

### **Some points to note:**

- Academy trusts should maintain a clear distinction between accountability through governance (i.e. by the trust board and its committees) and accountability through line management (i.e. by executive leaders); you will find examples of mixed accountability in the variations to the standard model of delegation illustrated in this guidance, i.e. where both governance and line management are being utilised.
- NGA takes the view that there should be clear separation between the layers of governance which means that the individuals making up one tier of the governance structure of the organisation are not the same as another tier; in other words, ideally, members should not also be trustees.
- Academy trusts with academy committees can choose what they call these committees. Many opt for local governing body (LGB) with those on the LGB being known as governors. However, they should be clear that this terminology is not used in the same sense as when it is used in maintained schools, where governing bodies and governors act in accordance with school governance regulations.
- The overarching scheme of delegation should not be confused with the written scheme of delegation of financial powers referred to in the [Academy Trust Handbook](#).

### **The status of the scheme of delegation**

The scheme of delegation is a key governance document because without it, it is not clear how accountability and decision-making works within the trust. This is why the Academy Trust Handbook requires it to be published on the trust's website.

It is especially important that maintained schools joining academy trusts take time to understand the trust's scheme of delegation so that they are clear about the trust's approach to local governance and which functions are delegated. Many trusts supplement the scheme of delegation with terms of reference for their academy committees (LGBs), so it is clear how these are constituted. For an example, see [appendix 2](#).

As with all committees, the trust board has the power to change the constitution and powers of its committees at any time, and this includes the membership of those committees too.

## About this guide

While schemes of delegation will vary from trust to trust, there are some basic principles which it is helpful to consider. This guidance aims to clarify where governance functions and decision-making lie, so that lines of accountability are clear. It includes:

- a structure diagram which shows the layers of governance, basic functions, and lines of accountability
- a narrative description of the roles and responsibilities of each layer of governance
- a grid format, with columns for each layer of governance which indicates clearly who within the trust is responsible for each function and the associated decision making. The grid is in four key areas to reflect both the governance framework and the three core functions of the governing board:
  1. The governance framework:
    - a. People
    - b. Systems and structures
    - c. Reporting
  2. Being strategic
  3. Holding to account
  4. Ensuring financial probity

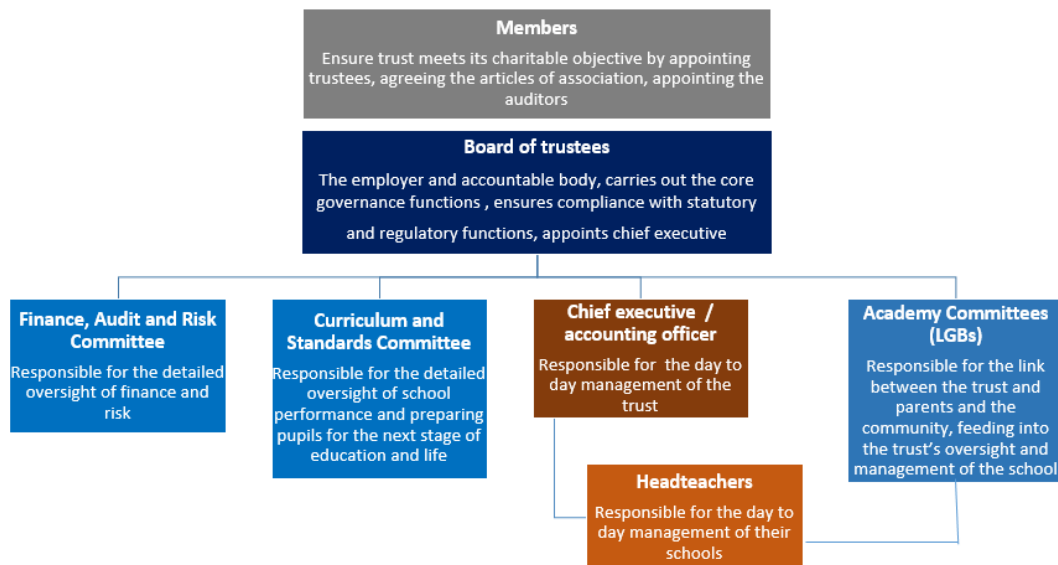
This guidance does not use the legal language associated with articles of association. This is because a scheme of delegation is a trust board document (as are committee terms of reference), and as such can be revised and adapted in response to the trust board's context and circumstances. It is, however, important to ensure that all those involved in governance in the academy trust are consulted on and made aware of any changes and understand what these changes will mean in practice.

### 1. Features of an effective scheme of delegation

An effective scheme of delegation will:

- reflect the trust's ethos, promoting a positive climate and a culture of honesty, transparency, and accountability for the benefit of all stakeholders
- ensure the executive leadership is clear about which decisions the trust board retains, and the extent of executive powers
- be clear about who appoints and performance manages the chief executive, other senior executives, and the schools' headteachers
- identify where the trust board retains responsibility for:
  - determining policy
  - management of risk
  - oversight of budgets and financial management
  - oversight of educational performance

## 2. The standard model of delegation



### 2.1 Features of the standard model

This model of delegation has become by far the most common governance structure in MATs. It features three clear layers of governance:

1. members
2. trustees
3. committees and individuals

It makes clear that:

- The members have a limited yet distinct and vitally important role.
- The board of trustees is responsible for the core governance functions.
- The board of trustees appoint the chief executive (CEO), to whom it delegates responsibility for the conduct and performance of the trust, including the performance of the schools within the trust, and for its financial management.
- The board constitutes committees for finance, audit and risk, and for curriculum and standards; these look in detail at resources and risk, and progress and attainment across the trust.
- The board also constitutes academy committees (LGBs) to provide links to parents and the community, as well as for providing additional scrutiny of how the trust is managing its schools. These may or may not have formal delegated governance functions or decision-making powers.
- It should also be clear from which tier within the governance structure that panels are convened; this should include formal complaints panels, reviewing pupil exclusions and dealing with disciplinary matters.

## 3. Detailed roles and responsibilities

### 3.1 The role of the members

- The members of the trust are guardians of the governance of the trust and must ensure it carries out its charitable objective.
- There must be at least three members, although the DfE prefer at least five; members are not permitted to be employees of the academy trust.
- The members agree the trust's articles of association, appoint trustees and appoint the trust's external auditors.

- The members should receive information about the trust's business and receive the annual report and accounts. If they have concerns that the trust is not carrying out its charitable objective, members should remove trustees that are failing to fulfil this responsibility.

### **3.2 The role of the trustees**

- The trust 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 (within the terms of the Companies Act 2006).
- Trustees are bound by both charity and company law so 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 use of trustee also serves to highlight the overarching charitable purpose of the organisation, distinguishing it from other directorships that may be held in the private sector.
- Trustees are responsible for the general control and management of the trust, and in accordance with the provisions set out in the memorandum and articles of association and its funding agreement are legally accountable for all statutory functions and for the performance of all the schools within the trust; they do this by carrying out the core governance functions.
- The board of trustees must approve a written scheme of financial delegation and if they choose to delegate to board committees and academy committees (LGBs), must approve a written scheme of delegation and committee terms of reference.
- The trust creates information pathways between the trust board, the academy committees (LGBs) and the chief executive so that academy committees (LGBs) can share with them any concerns (or celebrations) they may have.

### **3.3 The role of trust board committees**

- Trustees delegate some governance functions to board committees, one of which must include audit and risk which advises on the adequacy of the trust's controls and risks.
- Board committees must have at least three trustees in membership, and trustees must be in the majority for voting purposes; it is usual for the trust board to appoint board committee chairs and committee members according to their skills.

Most trusts will delegate detailed scrutiny of financial management and school performance to board committees.

### **3.4 The role of academy committees (LGBs)**

- Trustees delegate some governance functions to academy committees (LGBs); the articles of association do not require trustee membership of academy committees (LGBs) and by committing to the separation of individuals on each tier in the governance structure, trusts are able to demonstrate transparent decision making and prevent bias and conflicts from emerging, thus strengthening the governance checks and balances within the trust.
- It is advisable for the trust board to approve the appointment of the academy committee (LGB) chairs, and many will also approve the appointment of the majority of academy committee (LGB) members.
- Most trusts opt for parent representation to be at school level with parents elected to sit on the academy committees (LGBs) as opposed to trust wide elections for parent trustees.

Being close to and representative of the community the school serves, the academy committees (LGBs) should be:

- a valued point of consultation and representation in the development of trust policies
- the recipients of detailed information about how their schools are being managed
- tasked with scrutinising management information thus providing assurance to trustees that the school is:
  - operating within the ethos and values of the trust and creating a positive climate for all stakeholders

- working within agreed policies
  - meeting the agreed targets
  - engaging with stakeholders
  - acting as an ambassador for the trust
- In trusts with very small schools, or schools in very close proximity, or a number of schools overseen by an executive headteacher, having one academy committee (LGB) overseeing that group of schools is an effective approach to local governance.
  - The trust board should demonstrate the value they put on local governance by ensuring effective channels of communication between trustees and academy committees (LGBs), as well as providing specific training and development programmes for all involved in the governance of the trust.

### **3.5 The role of the chief executive**

- The trustees delegate the day-to-day management of the trust to the chief executive, line managing them in line with the trust's appraisal and performance management policies.
- The chief executive is also the accounting officer and so is not only responsible for the performance of the trust as a whole but has a personal responsibility to parliament for the regularity, propriety and value for money, and for assuring the board about compliance with the funding agreement and the Academy Trust Handbook.
- The chief executive will be responsible for the leadership and management of the central executive team and the schools' headteachers and will report to the trust board and its committees.

### **3.6 The role of headteachers**

- The chief executive delegates the day-to-day management of the trust's schools to headteachers, line managing them in accordance with the trust's appraisal and performance management policies.
- Headteachers share information about how the trust is managing the school with the academy committee (LGB) so that committee members build an understanding about how the school operates and are enabled to monitor and scrutinise how key policies and improvement plans are working in practice.

## **4. Variations to the standard model**

### **4.1 Delegation to an intervention board**

Some trusts find the use of an intervention board an effective way of managing a school which requires rapid improvement across a range of operational areas as well as to the local governance function. Similar to an interim executive board in a maintained school, an intervention board will generally consist of a small number of senior executives plus one or two non-executives (trustees or academy committee (LGB) members) who will meet very regularly (eg fortnightly or every three weeks or so) to monitor and evaluate agreed actions and to take key decisions. The board should be chaired by the chief executive (or in a large trust, the appropriate senior executive), and its work should be reported directly to the board via the chief executive.

Typically, these boards do not include parents, so it is important that a parent council or similar is established in the school as soon as it is practicable. This is also why any intervention board should be time limited with the aim of establishing a local governance function as soon as possible.

### **4.2 Delegation to hubs or clusters**

Large trusts with many schools sometimes utilise a hub or cluster model. These are usually chaired by the senior executive leading and managing the hub or cluster, with a mix of other executives sitting on it as well as academy committee (LGB) representatives.

## 5. Delegation and decision making in an academy trust

Example grid representation of delegation in an academy trust

<b>Reading the grid</b>
✓ - governance function and decision making is at this level
<b>C</b> - to be consulted prior to decision being made
Note: Decisions delegated to the trust board may be delegated to a board committee but not the CEO, academy committee or HT

Governance function		Members	Trust board	Resources / Risk Committee	Pay committee	CEO	Academy committees (LGBs)	HTs
<b>Governance framework: people</b>	Members: appoint/remove	✓						
	Trustees: appoint/remove	✓	✓					
	Parent academy committee (LGB) members: appoint when elected						✓	
	Board committee chairs: appoint and remove		✓					
	Co-ordinate trustee and governor recruitment		✓					
	Named safeguarding trustee: appoint and remove		✓					
	Academy committee (LGB) chairs: appoint and remove						✓	
	Academy committee (LGB) members: appoint and remove						✓	
	Clerk to board: appoint and remove			✓				
Clerk to academy committees (LGBs): appoint and remove			C			✓		
<b>Governance framework: systems and structures</b>	Articles of association: review and agree	✓						
	Governance structure for the trust: establish and review annually		✓					
	Committee terms of reference and scheme of delegation: agree annually		✓					
	Annual schedule of governance business: agree		✓				✓	
	Self-review of trust board and committees: complete annually		✓					
	Self-review of academy committees (LGBs): complete annually						✓	

Governance function		Members	Trust board	Resources / Risk Committee	Pay committee	CEO	Academy committees (LGBs)	HTs
	Chair's performance: carry out 360° review periodically		✓					
	Trustee/academy committee (LGB) member contribution: review annually		✓				✓	
Governance framework: reporting	Publish governance arrangements on trust and schools' websites: ensure					✓		
	Annual report on the performance of the trust: submit to members and publish		✓				C	
	Annual self-review/triannual external review of board effectiveness: submit to members		✓				C	
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit to members and Companies House			✓				
	ESFA required reports and returns submit		✓					
	Annual report work of academy committee (LGB): submit to trust and publish							✓
Being strategic	Determine and approve trust wide policies which reflect the trust's ethos and values (statutory policies)		✓			C		
	Determine and approve trust wide policies which reflect the trust's ethos and values (non-statutory policies)			✓				
	Determine school level policies: approve						✓	C
	Management of risk: establish register, review and monitor	C		✓		C		
	Engagement with stakeholders: ensure		✓			✓	✓	✓
	Determine trust's vision, strategy and key priorities: approve		✓			C	C	
	Determine schools' vision, strategy and key priorities: approve					✓	C	
	Chief executive officer: appoint and dismiss		✓					
	Accounting officer: appoint and dismiss		✓					
	HTs: appoint and dismiss					✓		
Budget plan to support delivery of trust key priorities: agree		✓		C		C		



Governance function		Members	Trust board	Resources / Risk Committee	Pay committee	CEO	Academy committees (LGBs)	HTs
	Budget plan to support delivery of schools' key priorities: agree			✓		✓		C
	Trust's staffing structure: agree			✓		C		
	Schools' staffing structure: agree			C		✓		C
Holding to account	Ensuring compliance (e.g. H&S, employment): agree auditing and reporting arrangements			✓		C		
	Monitoring progress on key priorities: agree reporting arrangements		✓			C		
	Performance management of the chief executive: undertake				✓			
	Performance management of HTs: undertake					✓	C	
Financial oversight	External auditors: appoint	✓						
	Chief financial officer: appoint		✓			C		
	Trust's scheme of financial delegation: establish, monitor and review		✓			C		
	External auditors' report: receive and respond			✓				
	CEO pay award: agree				✓			
	Headteachers' pay award: agree				✓			
	Staff appraisal procedure and pay progression: review and agree				✓			
	Benchmarking and trust wide value for money: ensure robustness			✓		C		
Monitoring budget: agree reporting		✓			C			

