



SCHEME OF DELEGATED AUTHORITY

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This document is reviewed each academic year.

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Standing Orders and the Scheme of Delegated Authority (including the Matrix) should always be reviewed together.

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1. Introduction

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

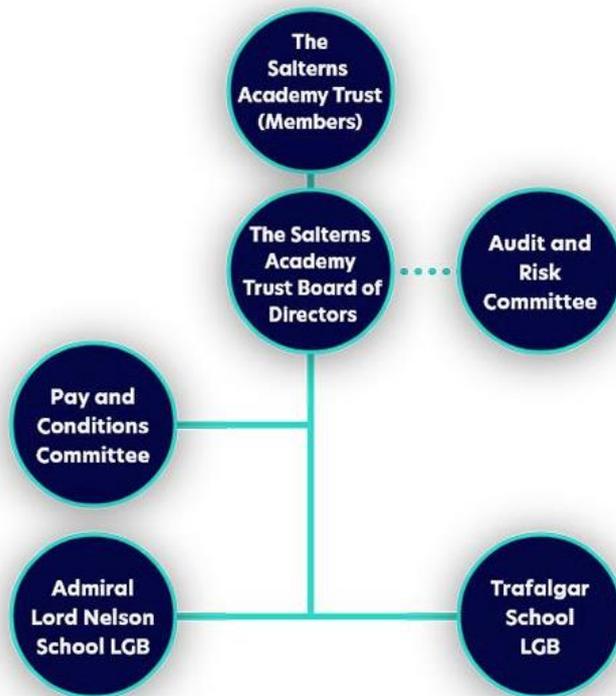
2. Vision and guiding principles

The governance structure for The Salterns Academy Trust has been developed to support both the culture of the Trust and the effective governance of the organisation.

It is based around the following principles:

- The culture and vision of The Salterns Academy Trust 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 the best possible standards of education for every child in the Trust with the resources at our disposal.
- The Trust Board is accountable to the Secretary of State for all schools within The Salterns Academy Trust and is 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 Trust Board, sub-committees, Local Governing Bodies (LGBs), and Trust leaders in holding school-level leaders to account. 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 (selflessness, integrity, objectivity, accountability, openness, honesty, and leadership).

The Trust's governance structure is:



The roles and responsibilities of each level of governance are set out in this document and should be read in conjunction with the matrix in Appendix A.

3. The Salterns Academy Trust Members

The Salterns Academy Trust 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.

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 the Members

The Salterns Academy Trust Members have a similar role to shareholders of a company limited by shares. Their role is outlined in the Academies Trust Handbook (paras 1.2 – 1.8), and includes that they:

- May amend the Articles of Association subject to any restrictions created by the funding agreement or charity law
- May, by special resolution, appoint new Members or remove existing Members other than, where there is one, the foundation/sponsor body and any Members it has appointed
- Have powers to appoint Trustees as set out in the Trust's articles of association and powers under the Companies Act 2006 to remove Trustees
- May, by special resolution, issue direction to the Trustees to take a specific action
- Appoint the Trust's external auditors and receive (but do not sign) the audited annual report and accounts (subject to the Companies Act)
- Oversee effective governance of the Trust through receipt of the Chair's report
- Have power to change the company's name and, ultimately, wind it up.

To fulfil these duties, Members are expected to:

- Attend the annual Members meeting and the AGM and participate in any communication during the academic year pertinent to Members
- Keep abreast of the challenges relevant to the performance of the Trust

3.2 Number of Members

The Academies Trust Handbook para 1.3 states that The Salterns Academy Trust must have at least three Members although the DfE's strong preference is that the Trust should have at least 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, potential candidates will be sought 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.

The Academies Trust Handbook includes further information about assessing the suitability of potential candidates (para 1.4) and confirms that Members must not be employees of the Trust nor occupy staff establishment roles on an unpaid voluntary basis (para 1.5). The Academies Trust Handbook also notes the DfE's strong preference for a majority of Members to be independent of the Board of Trustees (para 1.6).

4. The Salterns Academy Trust Board

The Academies Trust Handbook notes that the Trustees of The Salterns Academy Trust are both charity Trustees and company Directors (para 1.9). This document refers to them as 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 Trust, ensuring strong and effective governance, entering 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 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 (Academies Trust Handbook, para 1.12):

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.

The Academies Trust Handbook, para 1.13 requires Trustees to apply the highest standards of conduct and ensure robust governance. This would include following the requirements of the Governance Handbook, which covers six areas of effective governance:

- strategic leadership that sets and champions vision, ethos, and strategy
- accountability that drives up educational standards and financial performance
- people with the right skills, experience, qualities, and capacity
- structures that reinforce clearly defined roles and responsibilities
- compliance with statutory and contractual requirements
- evaluation of governance to monitor and improve its quality and impact

Trustees must comply with the trust's charitable objects, with company and charity law, and with their contractual obligations under the funding agreement. Company directors' duties are described in sections 170 to 181 of the Companies Act 2006, but in summary are to:

- Act within their powers
- Promote the success of the company
- Exercise independent judgement
- Exercise reasonable care, skill, and diligence
- Avoid conflicts of interest
- Not accept benefits from third parties
- Declare interest in proposed transactions or arrangements.

The Salterns Academy Trust has a range of obligations under current legislation and statutory guidance. Trusts obligations include such matters as safeguarding, health and safety and estates management (Academies Trust handbook paras 1.15 - 1.20). Ensuring strong governance in these areas is a key priority for the Trust Board.

The Trustees must ensure regularity and propriety in use of The Salterns Academy Trust's funds, and achieve economy, efficiency and effectiveness – the three elements of value for money. The Trustees must also take ownership of the trust's financial sustainability and its ability to operate as a going concern. (Academies Trust Handbook para 1.21).

4.1 Responsibilities of the Chair

The Chair is responsible for ensuring the effective functioning of the board and has a vital role in setting the highest expectations for professional standards of governance and accountability for the board. It is the chair's responsibility to give the Trust Board clear leadership and direction, keeping it focused on its core functions. (Academies Trust Handbook para 1.22).

4.2 Responsibilities of the Trustees

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 Officer.
- Manage the Trust's finance and property, including:
 - Agreeing each school's budget.
 - Ensuring compliance with the Academies Trust Handbook.
 - Overseeing the finances of each academy in the group.
 - Financial oversight of The Salterns Academy Trust 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

4.3 Number of Trustees

The Salterns Academy Trust Articles of Association specify up to six Trustees appointed by the Members, plus the CEO, plus Trustees Coopted by the Board (not limited). The Chief Executive Officer will be the only employee who is also a Trustee. At no time can the number of Trustees be fewer than three.

4.4 Appointment of Trustees

The appointment of Trustees is confirmed by the Members; new Trustees may be co-opted by Member-appointed Trustees when vacancies arise.

All Trustees are appointed for their skills and knowledge. When there is a vacancy for a Trustee, the Board will consider whether there is a skills gap to be addressed. When undertaking recruitment processes, candidates will only be considered if they provide the expertise to meet the identified skills required. The vacancy may be advertised across the Trust's school communities, and local areas as well as considering national routes such as via the Academy Ambassadors programme if local recruitment is unsuccessful.

Interested candidates will meet with the Chief Executive Officer to discuss the work of the Trust, and the role and duties of Trustees. They will be asked to provide a covering letter setting out how their experience, knowledge and skills meet these requirements.

The Chair of the Trust Board and the Vice Chair of the Trust Board will review applications. The Chair of the Board will then make a recommendation to the remaining Trustees to seek their endorsement of the appointment.

4.5 Appointment of Chair and Vice Chair of the Trust Board

At the AGM, the Board shall appoint individuals from among their number to act as Chair and as Vice-Chair.

The Chair (or the Vice Chair if 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:

- 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
 - the Trust and/or one or more of the schools
 - any child attending a school within the Trust, or their parent
 - a person who works in the Trust.
- The function has been explicitly delegated to the Chair by the Trust Board, and the Chair is acting within the terms of that delegation

4.6 Terms of Office

The term of office for a Trustee is four 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 Trustee should not exceed three consecutive terms of office other than in exceptional circumstances agreed by Members.

4.7 Scheme of Delegated Responsibility

The Trust Board may delegate functions to the Audit and Risk Committee, the Pay and Conditions committee, the LGBs, the CEO, the Headteacher of a school, or the Trust Executive. See Appendix A – Matrix of delegated authority.

5. Sub-committees of the Board

5.1 Audit and 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 provides assurance to the external auditors and other relevant external parties. The Salterns Academy Trust Standing Orders detail membership, operation, and the remit of the committee in the relevant terms of reference.

5.2 Pay and Conditions Committee

This committee is responsible for:

- Pay progression and salary review for the Trust Executive, teachers, and support staff
- Pay Policy
- Organisational structure
- The performance management of the CEO

The Salterns Academy Trust Standing Orders detail membership, operation, and the remit of the committee in the relevant terms of reference.

6. The Trust Executive

The Trust Executive, 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 Trust Executive works with each school's Executive Leadership Team to focus on learning, teaching and 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 Local Governing Bodies
- 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 Finance and Operations functions run effectively and efficiently across the Trust.

The CEO fulfils the Accounting Officer role for The Salterns Academy Trust (as described in the Academies Trust Handbook paras 1.33 -1.44).

6.1 Appointment of the Chief Executive Officer (CEO)

The Trust Board appoints the Chief Executive.

6.2 Appointment of the Chief Financial and Operating Officer (CFOO)

The CEO and Chair of the Trust Board jointly appoint the Chief Financial and Operating Officer (see Academies Trust Handbook para 1.45 – 1.48).

7. Local Governing Bodies

The Trust Board delegates certain functions to Local Governing Bodies (LGBs). The LGB must comprise the right people with the right skills to make appropriate and informed decisions for a school, considering the views of pupils, staff, parents, and the local community. Each School LGB must include at least one employee-appointed Governor and at least two parent-appointed Governors. The CEO will attend LGB meetings as required to ensure effective collaboration and communication between the Trust Executive and the LGB.

7.1 Establishment of LGBs

The Trust Board will ensure that each school within The Salterns Academy Trust is overseen by an LGB.

The Board may disband a LGB due to ineffective governance and replace it with a new LGB or an interim governance committee (IGC). An interim IGC consists of governors appointed by the Board, usually a combination of Trustees, Trust Executive Leaders and experienced LGB members from elsewhere in the Trust. The aim of the IGC is to re-establish effective governance at the school and then support the establishment of a new LGB. An IGC will normally operate for no longer than 2 years.

7.2 LGB Governors

The composition of the LGBs is approved by the Trust Board. Currently this is as follows:

	TS	ALNS
Headteacher	1	1
Employee Elected	1	1
Director Appointed	3	3
Parent Elected (must be at least 2)	2	3
Co-opted by LGB	3	3
Total	10	11

Agendas are based on the LGB annual governance plan. The school's LGB terms of reference detail the operation and remit of the LGB.

The Executive Headteacher, CEO, Trustees and members of the Trust Executive team have the right to attend an LGB meeting at any time.

7.3 Appointment of LGB governors

Terms of office for parent and community governors 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.

Director appointed governors are appointed by the Trust Board.

Parent governors and employee governors will be elected following an election process. Co-opted governors will be appointed by the LGB.

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

Parent and Co-opted governors cannot be employees of the Trust. Potential governors who are employed by a Trustee in a separate role must be considered for appointment by the Board to ensure clarity on whether the appointment is a conflict of interest.

7.4 Chair and Vice-Chair of the LGB

The Chair and Vice-Chair of the LGB are elected by the LGB and must be community or parent governors. The Trust Board must approve the appointment of the Chair.

Employees of the Trust should not normally be appointed Chair of an LGB except on an interim basis and where no other candidate is immediately available.

The Chair of the LGB (or the Vice Chair if the position of Chair is vacant) may exercise any function of the LGB 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 LGB could be held would be likely to be seriously detrimental to the interests of:

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

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

8. Governance Professional (Clerk)

The Trust must appoint a Governance Professional who will work alongside the CEO and the CFOO to:

- 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 LGB members and disseminate information across the Trust
- Ensure that the LGB members understand the governance structure of the Trust

All Board, sub-committee and LGB meetings will have a 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 LGB members in complying with it
- Be familiar with the Academies Trust Handbook
- Help LGBs 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 LGBs in complying with the Board's reporting requirements
- Assist with agenda setting and minute taking for LGB meetings
- Ensure that papers are available electronically at least 7 days prior to any meeting
- Work within the Clerk's Competency framework and undertake professional training where appropriate.

9. Appeals panels and hearings

Appeals panels and hearings in relation to exclusions, complaints and disciplinary matters may be convened in accordance with the relevant Trust policy. The LGB will determine the composition of the Panel in relation to hearing in their school. This may include selecting a suitable governor from any LGB within the Trust or a Trustee to serve, if needed to ensure a fair process. Governors on all LGBs and Trustees understand their collective responsibility to support the requirement to perform roles on Panels, if necessary.

10. Funding and charging arrangements

Each school within The Salterns Academy Trust 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 (top-slice) to the central Trust budget to support the cost of the central services provided. The partnership fee is reviewed and set annually by the Board of Trustees as part of the budget setting process.

The Salterns Academy Trust is focused on developing curriculum, assessment, shared policies and practices and economic savings in a collaborative operation, and the ethos of the Trust 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 Trust Executive. There will be no charge for ad hoc support between academies.

11. Communication and information flows

The governance structure ensures a productive flow of information and communication between the LGBs and their governors, the Trust Executive and the Trust Board and its Trustees.

If concerns cannot be addressed through these routes, then the Chair of the LGB should contact the Chair of the Trust Board directly to resolve the matter.

12. Register of Business Interests

The Register of Business Interests for the Members and Trustees is maintained by the Clerk and updated on a regular basis. Declarations of Business Interests are also sought prior to each meeting. A similar process is undertaken for each LGB. This enables the Trust to monitor potential conflicts. Where there is a conflict of interest, the relevant Member/Trustee/Governor will exclude themselves from the specific item and any associated decision-making.

13. Disclosure and Barring

The Salterns Academy Trust must ensure enhanced Disclosure and Barring Service (DBS) certificates are obtained as appropriate for all staff and supply staff. All Salterns Academy Trust Members, Trustees and individuals on any committees including local governing bodies are required to have an enhanced criminal records certificate from the Disclosure and Barring Service (DBS), which does not include a barred list check (unless in addition to their governance duties they also engage in regulated activity). (Academies Trust handbook para 1.51-1.52).

14. Reference Documents

- The Salterns Academy Trust's Standing Orders
- Academies Trust Handbook (DfE)
- Governance Handbook (DfE)