

SHARED VISION LEARNING TRUST

Governance

Scheme of Delegation



Date Reviewed: December 2020

Approved by Board of Trustees: February 2021

Date to be reviewed: January 2022

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Policy & Procedure oversight (separate spreadsheet document) <i>SVLT/SoD/App1/ppoversight/dd</i>	

INTRODUCTION

Shared Vision Learning Trust is a Multi Academy Trust which currently has one school (West Park Academy). We are looking to grow slowly and develop strength through collaboration with other good and outstanding schools within the North of England. As such, our Board of Trustees is accountable in law for all governance functions and major decisions affecting the Trust, the Academy and any schools with whom we may amalgamate in the future.

Our governance arrangements and statutory responsibilities of the Trust are contained in the following documents:

- Articles of Association of SVLT (*October 2016*)
- Master and Supplemental Funding Agreements with the Department for Education
- Exempt Charities Regulations Guidance (*DFE February 2014*)
- Financial Regulations Manual (*WPA October 2020*)
- Academies Financial Handbook (*Education & Skills Funding Agency September 2020*)
- Governance Handbook for Academies, MATs and maintained Schools (*DFE October 2020*)

(Documents are published on WPA/SVLT website or available from the General Office)

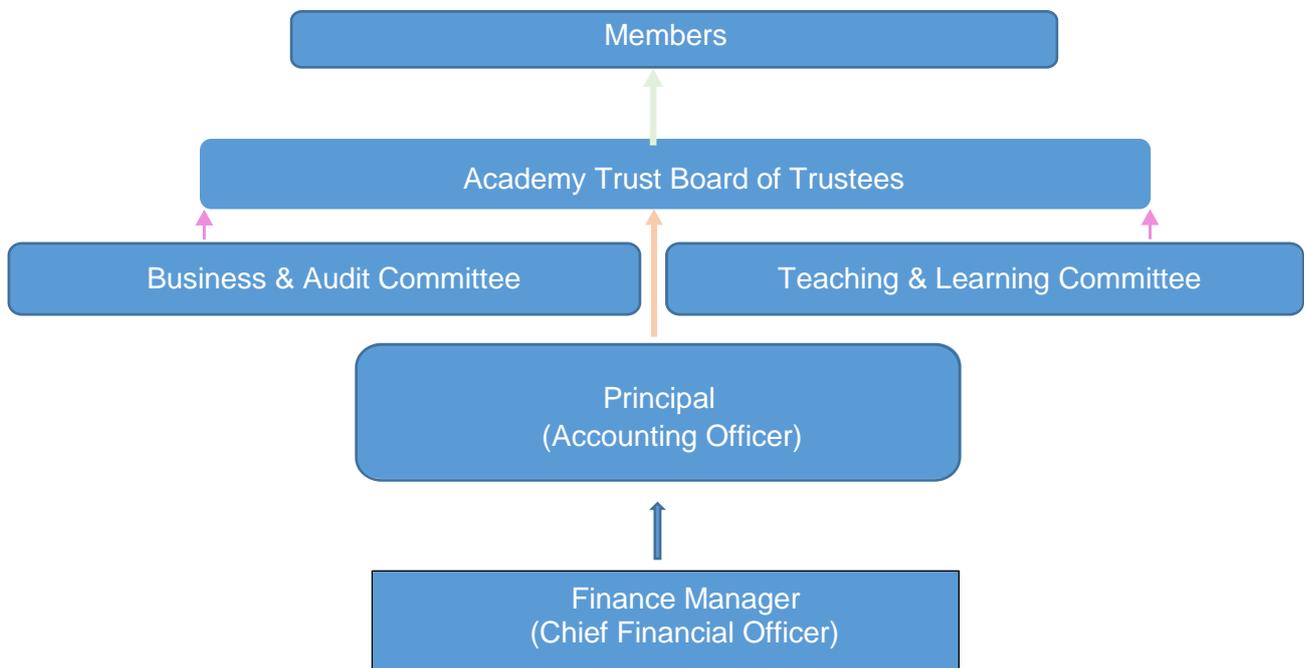
However, the finer details are not always set out in these documents and it is up to the Board of Trustees to decide how we structure the execution of our responsibilities. It is not a requirement that the Board should carry out every aspect of governance and decision making; some can and should be delegated to committees, executive officers, senior leaders, according to what is appropriate for the particular Trust. The Board of Trustees will make and record the decision to delegate which functions to whom as part of its primary responsibility. Without such delegation, the committee or individual has no power to act. Agreement to the contents of this document by the Board of Trustees at a scheduled meeting is deemed approval of that delegation.

SCHEME OF DELEGATION (SoD)

To comply with the above and ensure clarity of decision-making within the Academy Trust, a detailed Scheme of Delegation (SoD) has been agreed. The SoD is the key document defining which business and educational functions have been delegated and to whom. It intends to be a simple yet systematic way of ensuring that the Members, trustees, committees and individuals are clear about their roles and decision-making responsibilities. Also importantly, the SoD includes reference to the delegation of specific financial powers referred to in the Academies Financial Handbook which set out the specific legal requirements of financial oversight by the Trust.

This document will be reviewed annually and revised where necessary to take into account the changing educational landscape and aims and objectives of West Park Academy within Shared Vision Learning Trust as a whole. The Board of Trustees have primary responsibility to amend, revoke or alter the substance of this Scheme of Delegation. The document will be published on the Academy website.

A. GOVERNANCE STRUCTURE AND LINES OF ACCOUNTABILITY (as at December 2020)



The Board of Trustees of Shared Vision Learning Trust delegates responsibility for the day to day running of the Academy to the Principal and holds her to account for the educational performance of the Academy and the performance management of Staff. The Principal in turn holds other members of the Senior Leadership Team to account by line managing them.

While the Board of Trustees cannot ever consign its accountability, it delegates some of the detailed scrutiny, oversight and decision-making via two (2) sub committees, i.e. the Business & Audit committee and the Teaching & Learning committee.

The Principal will report to the Trust Board on the performance of the Academy, although this will be supplemented with monitoring by sub-committees and individual trustees with any delegated responsibilities.

The Principal is also the Accounting Officer for the Academy Trust, and as such is accountable to the Board of Trustees for ensuring compliance with the statutory regulations in the management of public funds and the terms of the Trust's funding agreement with the DFE.

The Finance Manager is the Chief Financial Officer for the Trust and is also a member of the senior leadership team accountable to the Principal.

The Principal is performance managed by the Trustee Board. A separate committee of four (4) trustee members (The Chair and Vice-chair of the Trustee Board, and the Chairs of each of the sub-committees) and an external professional partner have been appointed for this purpose, with recommendations regarding remuneration made to the full Trust Board for approval.



B. MEMBERSHIP (as at 10th December 2020)

Shared Vision Learning Trust: Members

Lewis Goodwin
David Holmes
Barrie Armstrong
Nick Lindsay
Jack Conway

Shared Vision Learning Trust: Board of Trustees

Up to 11 Member Appointed Trustees

	Term of Office Start Date	Term of Office End Date
1. John McKellar	6 June 2019	5 June 2023
2. Dorothy Dodds (<i>vice-chair</i>)	2 May 2018	1 May 2022
3. Abigail Rowcroft	6 June 2019	5 June 2023
4. Lewis Goodwin	15 June 2019	14 June 2023
5. Judith Gainsborough (<i>chair</i>)	6 December 2018	5 December 2022
6. Julian Leader	6 February 2020	5 February 2024
7. Stuart Masterman	6 February 2020	5 February 2024

Up to 3 Staff (not to exceed one third of the total number of Trustees) (including Principal)

	Term of Office Start Date	Term of Office End Date
1. Sam Hirst (<i>Principal</i>)	ex. officio	ex. officio
2. Jenna Ford	11 June 2018	10 June 2022

Minimum 2 Parent Trustees

	Term of Office Start Date	Term of Office End Date
1. John Earley	15 June 2017	14 June 2021
2. Courtney Cooper	10 December 2020	9 December 2024

Committee Membership

Business & Audit Committee	Teaching & Learning Committee
Principal (ex officio)	Principal (ex officio)
Dorothy Dodds (<i>chair</i>)	John McKellar (<i>chair</i>)
Stuart Masterman (<i>vice-chair</i>)	Abigail Rowcroft (<i>vice-chair</i>)
Lewis Goodwin	Jenna Ford
Judith Gainsborough	Judith Gainsborough
Liz Campbell (<i>Finance Manager</i>)	John Earley
	Julian Leader

C. ROLES AND RESPONSIBILITIES

Trustees

Shared Vision Learning Trust is a charitable company and therefore Trustees are both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because Trustees are bound by both charity and company law, the terms 'Trustees' and 'Directors' are often used interchangeably.

The Board of Trustees is collectively responsible for the general control and management of the administration of the Trust. In accordance with the provisions set out in its Articles of Association and Funding Agreements, it is legally responsible and accountable for all statutory functions and for the performance of the Trust. It must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements. Details of these financial responsibilities are included within this current Scheme of Delegation document. Intrinsic to their work, Trustees must focus on the three core governance functions:

- Ensuring clarity of vision, ethos and strategic direction
- Holding the executive to account for the educational performance of the Trust and its pupils, and the performance management of staff
- Overseeing the financial performance of the Trust and making sure its money is well spent, it remains a going concern and is financially sustainable

The Board of Trustees may decide to delegate responsibility for specified matters, where it has power to do so, to individual members or committees of the Board. Decisions taken by individual members or committees of the Board under delegated powers should be recorded in written minutes available to the Board as a whole. The Board of Trustees has the right to review and adapt its governance structure at any time which includes removing/amending delegated powers.

As the collective body responsible for ensuring that high standards of corporate governance are maintained, the Trust Board will exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Academy Trust, overseeing such matters as:

- policy development and strategic planning, including target-setting to keep up momentum on school improvement
- ensuring sound management and administration of the Trust, and ensuring that managers are equipped with relevant skills and guidance
- ensuring compliance with legal requirements
- establishing and maintaining a transparent system of prudent and effective internal controls
- ensuring sound management of the Trust's financial, human and physical resources, taking ownership of the Trust's ability to operate as a going concern and remain financially sustainable
- monitoring staff and pupil performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- ensuring Trust responsiveness to the needs of parents and the community and making it more accountable through consultation and reporting
- setting the Trust's standards of conduct and values
- assessing and managing organisational and financial risk (including preparation of a statement on the Trust's risk management for its annual report and accounts).
- ensuring the safeguarding of pupils and the health and safety of the Academy community as a whole

- ensuring a process is in place for self-evaluation and appraisal of governance
- to oversee, review and approve Trust policies and procedures with delegation to committees where agreed (appendix 1)

Members

The Members of the Academy Trust are guardians of the governance of the Trust and as such have a different status to Trustees. They hold essentially an “eyes on-hands off” position, i.e. avoiding overstepping their powers or undermining the Trust Board’s discretion in exercising its responsibilities. However, Members must ensure the success of the Trust and that its charitable objective is being met. This means essentially focussing on: 1) pupil outcomes - are pupils making expected progress and reaching the required levels of attainment? and 2) financial oversight - is the Trust spending public money wisely? It is important, therefore, for Members to be kept informed about Trust business so they can be assured that the Trust Board is exercising effective governance. This is achieved by providing each Member with a copy of the approved minutes from Trust Board meetings and committee meetings that take place throughout the year.

Originally, a Member’s role will have been that of signatory to the Memorandum of Association and will have agreed the first Articles of Association (the legal document which outlines the governance structure and how the Trust will operate). The Members appoint Trustees to ensure that the Trust’s charitable object is carried out and so must be able to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments made to the Trust’s Articles of Association, appointing/removing the Trust’s auditors, and receiving the Trust’s annual accounts.

There must be at least five (5) Members. While Members are permitted to be appointed as Trustees, in order to retain a degree of separation of powers between the Members and the Trust Board, and also in line with DfE expectations, not all Members should be Trustees - at least a majority of the Members should be independent of the Trust Board. Members are not permitted to be employees of the Academy Trust.

Principal/Accounting Officer

The Principal, as senior executive leader of the Academy Trust, is appointed as a trustee and, in accordance with the powers and functions that the Board of Trustees sees as required for the Trust, has the delegated responsibility for the internal operation, management and control of the Academy Trust (including the implementation of all policies approved by the Board of Trustees). Key responsibilities include maintaining high standards in the direction of teaching & learning, the welfare, behaviour and safeguarding of pupils, recruitment and management of staff and resources, and promotion of parent and community engagement.

By reason of our Funding Agreement with the DfE, the Principal is also appointed as the Accounting Officer for the Trust and has a separate responsibility for the operation of the Trust’s financial activities. She must ensure that the Academy is run with financial effectiveness and stability, avoiding waste and thereby securing value for money. Key financial responsibilities include:

- ensuring regularity and propriety and compliance
- providing prudent and economical administration
- ensuring efficient and effective use of available resources
- approving new staff appointments, except for any senior staff posts which the Board of Trustees have agreed should be approved by them

- authorising contracts and orders between £2,000 and £10,000 in conjunction with the Finance Manager
- signing of cheques and approving electronic payments in conjunction with the Finance Manager or other authorised signatory
- ensuring that bank accounts, financial systems and financial records are operated by more than one person

Chief Financial Officer

The Trust Finance Manager is appointed as the Chief Financial Officer whose role includes ensuring sound and appropriate financial governance and risk management arrangements are in place, preparing and monitoring of budgets and ensuring the delivery of annual accounts. The following responsibilities have been delegated by the Principal/Accounting Officer:

- the day to day management of financial issues including the establishment and operation of a suitable accounting system
- the management of the Trust's financial position at a strategic and operational level within the framework for financial control determined by the Board of Trustees
- the maintenance of effective systems of internal control
- ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy
- the preparation of monthly management accounts for the Business & Audit Committee
- preparation of the annual budget
- authorising orders below £2,000 in conjunction with budget holders and authorising orders above £2000 in conjunction with the Principal or Deputy Principal.
- signing cheques, and approving electronic payments in conjunction with the Principal or other authorised signatory
- ensuring forms and returns are sent to the EFA in line with the timetable in the EFA guidance
- maintenance of the Register of Business Interests and ensuring that declarations are updated on at least an annual basis
- The Finance Manager is also the current Company Secretary to the Trust and as such, has separate responsibilities to accommodate this role

Clerk to the Trustees

In line with the Academies Financial Handbook, the Academy Trust ensures that they appoint a clerk to support the Board of Trustees who is someone other than a trustee, principal or chief executive of the trust. The Clerk to the Trustees provides an important professional role in governance of the Trust. The role is not only about good and effective organisation and administration, but also, about helping the Board understand its role, functions and legal duties and supporting the Chair to enable and facilitate strategic debate and decision making. The Trust aims to set high standards in all its functions and Clerk to the Trustees is no exception to this; we receive a high quality service from our contracted partner whose main responsibilities include:

- providing effective administrative support to the Board of Trustees and its committees
- providing advice to Trustees on governance legislation and procedural matters where necessary before, during and after meetings

- ensuring the Trust Board is properly constituted
- managing information effectively in accordance with legal requirements
- maintaining a register of Trustee pecuniary interests and ensuring the record of Trustees' business interests is reviewed regularly and stored securely within the Academy
- maintaining trustee attendance records and keeping the Trust Board informed regarding membership and terms of office expiry
- contributing to the induction of new trustees and ensuring all trustees have access to appropriate documents within the remit of carrying out a trustee role

Trust Board Committees

The Trustees have established two (2) committees to carry out some of its governance functions which may include making decisions, although any decisions made will be deemed decisions of the Trust Board as a whole. These committees are:

- The Business and Audit Committee
- The Teaching and Learning Committee

Committees also have powers to sub-delegate to a further individual. The Trustees must be informed of the sub-delegation and which powers/functions have been sub-delegated to whom. The sub-delegation will still be subject to any conditions of the Trustees who again may revoke or alter it at any time.

Committee chairs and committee members are appointed according to their skills and experience within the various educational and business disciplines, and Shared Vision Learning Trust acknowledges this as an important driver of good governance.

In accordance with statutory requirements regarding internal financial scrutiny (Academies Financial Handbook ESFA), the Board of Trustees has delegated responsibility for assuring internal scrutiny of financial systems, controls, transactions and risks to the above Business & Audit Committee.

D. TERMS OF REFERENCE for Committees

1. Business & Audit Committee

Purpose

The Board of Trustees has established a Business & Audit Committee which covers those business functions of the Trust associated with Finance, Premises, HR and Pay Review.

It exists to assist the decision making of the Board of Trustees by enabling a more detailed consideration be given to the best means of fulfilling the Board's responsibility to ensure sound management of the Trust's finances and other resources, including proper planning, monitoring and probity.

It advises on the adequacy and effectiveness of the Trust's systems of internal controls and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).

It will make appropriate comments and recommendations on such matters to the Board of Trustees on a regular basis. Major issues will be referred to the full Board of Trustees for ratification.

Terms of Reference

- to establish and maintain a transparent system of prudent and effective internal controls
- to consider the Trust's indicative funding, notified annually by the DfE, and to assess its implications for the Trust, in consultation with the Principal, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board of Trustees
- to consider and recommend acceptance/non-acceptance of the Trust's budget, at the start of the financial year
- to monitor the delivery of services in order to maximise value for money by ensuring services are delivered in the most economical, efficient and effective way within available resources
- to contribute to the development of the annual school improvement plan through the consideration of financial priorities and proposals, in consultation with the Principal and in accordance with the stated and agreed aims and objectives of the Academy Trust
- to receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the development plan
- to liaise with and receive reports from the Teaching & Learning Committee, as appropriate, and to make recommendations to that committee about the financial aspects of matters being considered by them
- to monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the financial regulations of the DfE, drawing any matters of concern to the attention of the Board of Trustees

- to monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- to ensure the Trust has adequate insurance cover to support its activities and to comply with statutory requirements including building and contents, business interruption, employers and public liability cover and for vehicles operated by the Trust
- to advise Members on the appointment, reappointment, dismissal and remuneration of the external auditors and the internal assurance service
- to agree the work programme of the internal assurance service that provides coverage across the year and is based on risk assessment
- to receive the reports from the internal assurance service directly (reporting lines must not be through the Chief Financial Officer) and make the findings available to all Trustees promptly
- to consider the reports of the external auditor and the internal assurance service and advise the Board of Trustees of any material controls issues
- to produce an annual summary report of the internal assurance areas reviewed, key findings, recommendations and conclusions for submission to EFA with the audited annual accounts
- to monitor the implementation of agreed recommendations relating to internal assurance reports, external auditors management letters and any EFA External Assurance team recommendations
- to review the external auditor's plan each year
- to review the annual report and accounts
- to review the auditor's findings and actions taken by the trust's managers in response to those findings
- to produce an annual report of the committee's conclusions to advise the Board of Trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration.
- to assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor's reappointment or dismissal or retendering. Considerations may include:
 - the auditor's sector expertise
 - their understanding of the trust and its activities
 - whether the audit process allows issues to be raised on a timely basis at the appropriate level
 - the quality of the auditor comments and recommendations in relation to key areas
 - the personal authority, knowledge and integrity of the audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers, and
 - the auditor's use of technology
- to review the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the governance statement, including consideration of the internal control systems effectiveness, risk management statements and any relevant issue raised in the external audit management letter

- to recommend the annual financial statements to the Trust
- to review the adequacy of the Trust's risk management policy and procedures and to regularly review the risk register
- to provide advice to the Board of Trustees on the Trust's Risk Register
- to monitor the implementation of risk management action plans
- to review the Academy's arrangements in respect of whistleblowing and anti-fraud and corruption and to make recommendations as necessary
- to ensure that all allegations of fraud and irregularity are properly followed up and control weaknesses addressed, including being notified of all cases
- to produce an annual report for the Board and Accounting Officer, which should include the Committee's advice on the effectiveness of the Trust's risk management, control and governance processes, and any significant matters arising from the work of the Internal Audit Service and the external auditor

Delegated duties

- to approve the financial statement to form part of the annual report of the Board of Trustees and for filing in accordance with Companies Act and Charity Commission requirements
- to approve the first formal balanced budget plan each financial year
- to approve the Academy's medium term financial plan (MTFP)
- to receive and monitor monthly expenditure reports from the Trust's Finance Manager
- to ensure that grants are spent only for the purposes intended and in compliance with any requirements
- to consider future pupil rolls and income levels
- to make recommendations relating to investments to the Board of Trustees and ensure all transactions are reported promptly
- to establish a charging and remissions policy including lettings charges for other users of the Academy Trust buildings and grounds (Secretary of State to approve)
- to review benchmarking data annually
- to manage tendering processes and the awarding of contracts
- to consider requests for disposal of obsolete stock
- to consider requests for writing off debts (subject to value limits stated by Secretary of State)
- to attend training where appropriate
- to agree arrangements for the receipt and management of donations

- to consider proposals for establishing scholarships and awards to pupils and former pupils
- to undertake annual pay review recommendations by the Principal for teaching staff and hear any appeals relating to a pay decision where informal matters have not led to a resolution. Where dissatisfied, employees will have a further final right of appeal to the Chair of Trustees who will convene an appeals committee of at least three (3) trustees who were not involved in the original pay decision
- to oversee, review and approve those policies and procedures as delegated by the Trust Board (appendix 1)

2. Teaching and Learning Committee

Purpose

The Board of Trustees has established a Teaching & Learning Committee which covers standards in teaching & learning and other areas relating to the curriculum, plus pupil welfare, behaviour, safeguarding, and staff professional development.

It exists to assist the decision making of the Board of Trustees by enabling a more detailed consideration be given to the best means of fulfilling the Trust's responsibility to ensure that all pupils make the best possible progress and attain the highest standards possible according to their individual potential and ability.

It advises on the adequacy and effectiveness of the Trust's processes to support teaching and learning and makes best use of any funding received specifically for the purposes of improving outcomes for pupils.

It will make appropriate comments and recommendations on such matters to the Board of Trustees on a regular basis. Major issues will be referred to the full Board of Trustees for ratification.

Terms of Reference

- to work with the Principal and senior leaders to develop an annual school improvement plan that identifies the Trust's key priorities for improvement
- to develop a planned programme of trustee monitoring activity that evaluates the Trust's progress against its key priorities within the school improvement plan
- to undertake regular analysis of pupil performance data in order to inform accurate self-evaluation
- to make use of a variety of sources of internal and external data, including the Ofsted's Inspection Data Summary Report (ISDR), in order to enable the Trust to be held to account for the standards achieved by its pupils
- to consider any other matters where requested to do so by the Board of Trustees
- to report at least once a year to the Board of Trustees on the discharge of the above duties
- to ensure behaviour and safeguarding procedures are being adhered to
- to act as a member of the exclusion panel, hear cases where permanent and/or extended fixed term exclusion(s) have been identified as the appropriate course of action by the Principal
- to ensure that safeguarding requirements are met by the Trust (including Health and Safety Audits, Educational Visits, the Single Central Record, Child Protection Procedures and the vetting/Disclosure & Barring Service (DBS) checking of staff and visitors).
- to ensure the continuing professional development and appraisal programme is in accordance with the aims and objectives of the Trust's educational strategy
- where required to do so by the Principal, to contribute to the appointment of teachers or teaching assistants by at least one member of the committee sitting on the interview and selection panel

- to attend training where appropriate
- to liaise with and receive reports from the Business & Audit Committee, as appropriate, and to make recommendations to that committee about the educational aspects of matters being considered by them
- to oversee, review and approve those policies and procedures as delegated by the Trust Board (appendix 1)

E. COMMITTEE MEETING PROCEEDINGS

Frequency

There will be a minimum of three (3) meetings of each committee in each financial year.

Membership and Quorum

The Principal is an ex-officio member of each committee. At least three other Trustees shall be members of the committee. The quorum is three (3) Trustees who are members of the committee.

The membership of any committee of the Board of Trustees may include persons who are not Trustees, provided that a majority of members of any such committee are Trustees. The Board of Trustees may determine that some or all of the members of a committee who are not Trustees are entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the Board of Trustees unless the majority of members of the committee present are Trustees.

Committees are authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including parents and members of the academy staff who are not Trustees.

Membership shall be agreed on an annual basis at the first meeting of the Board of Trustees in the autumn term. Trustees who are not members of the committee have the right of attendance. Only trustees who are members of the committee may vote at committee meetings. Where necessary, the elected Chair of the committee may have a second or casting vote.

The Chair of each committee will be elected by the committee on an annual basis at the first meeting in the autumn term. No Trustee employed at the Academy will act as Chair to the committee. In the absence of the Chair, the committee will elect a temporary replacement from among the Trustees present at the committee meeting.

The clerk to each committee is appointed by the Board of Trustees. The clerking service is currently provided by an external contractor.

General Administration

The clerk of the committee will circulate an agenda for each meeting and papers at least seven (7) calendar days before each committee meeting.

Attendance at each committee meeting, issues discussed and recommendations for decisions will be recorded. The minutes of each meeting will be forwarded by the clerk to the committee to the clerk to the Board of Trustees for inclusion on the agenda of the next meeting of the full Board.

Action notes from each meeting will be circulated to committee members within fourteen (14) days following that meeting. First draft minutes will be circulated to the Chair of the committee within fourteen (14) days following that meeting.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the committee, the Chair of the Board of Trustees, in consultation with the Principal and Chair of the committee, will take appropriate action on behalf of the committee.

F) APPENDIX 1

**Governance
Scheme of Delegation**

**COMMITTEE OVERSIGHT OF TRUST
POLICIES/PROCEDURES**

