



Scheme of Delegation (incorporating Terms of Reference)

Approved: December 2019

Due for Review: December 2022

Governance structure and lines of accountability

Timu Academy Trust is governed by the Trust Board who are responsible for, and oversee, the management of the Trust and each school. The Trustees are accountable to external Government agencies (including the DfE) for the quality of the education provided by the Trust. The Trustees are required to have systems in place through which they can assure themselves of quality, safety and good practice. In order to discharge some of these responsibilities, the Trustees have appointed people at a local level to the Timu Local Governing Body (LGB).

- The board of Trustees is responsible for the four core governance functions.
 1. *Being strategic*
 2. *Holding to account*
 3. *Ensuring financial probity*
 4. *Ensuring decisions take into account the views and experiences of stakeholders (pupils, staff, parents and the community)*
- All Trustees and governors work within the framework for ethical leadership in education, which incorporates the seven Nolan principles of public life plus seven personal characteristics or virtues.
- The Board of Trustees appoint the Chief Executive (CEO) (also known as the Executive Principal (EP), to whom it delegates responsibility for delivery of its vision and strategy, and will hold the EP to account for the conduct and performance of the Trust, including the performance of the academies within the Trust, and for its financial management.
- In turn, the EP line manages other Senior Leaders and the academies' Head Teachers / Heads of School / Deputy Headteachers (*hereafter referred to collectively as Headteachers*), setting their targets and performance managing them.
- The board constitutes a Finance and Audit committee; this looks in detail at resources across the Trust. At least three Trustees must sit on this committee.
- The board delegates some of its school level monitoring and scrutinising functions to a Local Governing Board which acts as an academy committee, and uses this committee to promote stakeholder engagement and as a point of consultation and representation. Trustees do not need to sit on academy committees.
- Academy Headteachers will be performance managed by the EP and a Trustee. The EP may also seek input from the Chair of the LGB.

- As the Headteachers are being line managed by the CEO, the academy committee no longer carries out the governance function of holding the Headteacher to account. However they must be confident that the Trust's performance management systems are working well, and if not, how they can make the Trust aware of their concerns. This arrangement will also affect the academy committee's role in Ofsted inspections.

Roles and responsibilities

The role of the Members

The Members of the Trust are guardians of the governance of the Trust and as such have a different status to Trustees. Originally they will have been the signatories to the memorandum of association and will have agreed the Trust's first articles of association (the legal document which outlines the governance structure and how the Trust will operate). The articles of association will also describe how Members are recruited and replaced, and how many of the Trustees the Members can appoint to the Trust board. 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 and any other duties specified in the Scheme of Delegation table attached.

There must be at least three Members, although the Academies Financial Handbook makes clear that the DfE's strong preference is that Trusts should have at least five. There should be significant separation between the individuals who are Members and those who are Trustees. If Members sit on the board of Trustees this may reduce the objectivity with which the Members can exercise their powers. The DfE's strong preference is for a majority of Members to be independent of the board of Trustees. The Timu Articles of Association stipulate that the Chair of Trustees should be a Member. This Membership will terminate upon ceasing to be Chair to allow for the appointment of the subsequent Chair.

Employees of the Trust must not be Members.

The role of the Trustees

The MAT 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. Because Trustees are bound by both charity and company law, 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 Trustees are responsible for the general control and management of the administration of the Trust, and in accordance with the provisions set out in the memorandum and articles of association and its funding agreement, it is legally responsible and accountable for all statutory functions, for the performance of all schools within the Trust, and must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements.

The Board of Trustees has the right to review and adapt its governance structure at any time which includes removing delegation.

The role of Trust Board committees

The Trustees may establish 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. The Membership (there must be at least three Trustees) and responsibilities of board committees are set out in the committee's terms of reference. It is usual for the Trust board to appoint board committee chairs and committee Members according to their skills.

The role of the chief executive officer (CEO/EP)

The EP has the delegated responsibility for the operation of the Trust including the performance of the Trust's academies and so the EP performance manages the academy Headteachers. This can be in conjunction with a Trustee.

The EP is the Accounting Officer so has overall responsibility for the operation of the academy Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

Operational and management decisions are delegated by the EP to the Trust Strategic Team, who in turn further delegate operational matters to keep decision making as close to the operational impacts as possible whilst ensuring that staff feel empowered to lead their areas of responsibility.

The EP is accountable to the Trust board for the performance of the Executive Management Team (which includes the wider SLT).

The role of the academy committee (LGB)

The Timu LGB performs some of the Trust's school level governance functions, although as Trustees are not required to sit on academy committees, decision making is limited. The Trustees appoint the chair, and ensure that two parents are elected to the academy committee.

Delegated functions include:

- Building an understanding of how the school is led and managed
- Monitoring the quality of education
- Monitoring whether the school is:
 - Working within agreed policies
 - Is meeting the agreed targets
 - Managing its finances well
- Engaging with stakeholders
- Being a point of consultation and representation
- Reporting to the board

The role of the academy Headteacher

The academy Headteacher is responsible for the day to day management of the academy and is line managed by the EP but reports to the academy committee on matters which have been delegated to it which may include an element of monitoring and scrutiny of the school's management processes.

Key to Scheme of Delegation table

Column 1: Members

Column 2: Board of Trustees of the multi academy Trust

Column 3: Trust Board and Finance & Audit committee

Column 4: Trust Business Manager

Column 5: Chief executive officer (Executive Principal and Accounting Officer)

Column 6: Timu LGB (Academy committee)

Column 7: Academy Headteacher / HoS

Blue box	Function cannot be legally carried out at this level.
✓	Action to be undertaken at this level
✓	Action to be undertaken at LGB / Academy committee level
A	Provide advice and support to those accountable for decision making
<>	Direction of advice and support

Scheme of Delegation Table

Area	Decision	Delegation						
		Members	Trust Board	Finance & Audit Committee	Trust Business Manager/ CFO	Executive Principal/ CEO/AO	Timu LGB Academy Committee	Academy Headteacher /HoS
Governance framework								
People	Members: Appoint/Remove	✓						
	Trustees: Appoint/Remove	✓	✓					
	Role descriptions for Members	✓						
	Role descriptions for Trustees/chair/ specific roles/committee Members: agree		✓			<A		
	Parent Trustee/committee Member: elected		✓				✓	
	Board committee chairs: appoint and remove		✓	✓		<A		
	Academy committee chairs: appoint and remove		✓			<A		
	Clerk to board: appoint and remove		✓			<A		
	Clerk to academy committee: appoint and remove		✓			<A>	✓	<A
Systems and structures	Articles of association: review and agree	✓	<A			<A		
	Governance structure (committees) for the Trust: establish and review annually		✓			<A		
	Terms of reference for board committees and scheme of delegation for academy committees: agree annually		✓			<A		
	Skills audit: complete and recruit to fill gaps		✓			<A>	✓	<A

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		Members	Trust Board	Finance & Audit Committee	Trust Business Manager/ CFO	Executive Principal/ CEO/AO	Timu LGB Academy Committee	Academy Headteacher /HoS
Systems and structures	Annual self review of Trust board and committees: complete annually		✓					
	Annual self review of academy committees(LGB): complete annually						✓	
	Chair's performance: carry out 360 review periodically		✓				✓	
	Trustee / academy committee Member contribution: review annually		✓				✓	
	Succession: plan		✓			<A>	✓	<A
	Annual schedule of business for Trust board: agree		✓	✓		<A		
	Annual schedule of business for academy committee (LGB): agree					A>	✓	<A
Reporting								
Reporting	Publication on Trust and schools' websites of all required details on governance arrangements: ensure		✓		<A	<A	✓	<A
	Annual report on performance of the Trust: submit to Members and publish		✓			<A		
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		✓	<A	<A	<A		

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		Members	Trust Board	Finance & Audit Committee	Trust Business Manager/ CFO	Executive Principal/ CEO/AO	Timu LGB Academy Committee	Academy Headteacher /HoS	
	Annual report work of academy committee: submit to Trust and publish						✓	A	
Being Strategic									
Being Strategic	Determine Trust wide policies to reflect the Trust's ethos and values which require Trustee approval (as determined by the latest DfE guidance):approve		✓	✓	<A	<A			
	Determine Trust wide policies for all other statutory and required policies to reflect the Trust's ethos and values: approve				A>	✓		<A	
	Central spend / top slice: agree		✓	<A	<A	<A			
	Management of risk: establish register, review and monitor		✓	<A	<A	<A			
	Engagement with stakeholders		✓	✓	✓	✓	✓	✓	
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓				<A		
	School's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓				A>	A>	✓
	Chief executive officer (executive principal): appoint		✓						

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		Members	Trust Board	Finance & Audit Committee	Trust Business Manager/ CFO	Executive Principal/ CEO/AO	Timu LGB Academy Committee	Academy Headteacher /HoS
	and dismiss							
	Academy Headteacher/HoS : appoint and dismiss		✓			<A	<A	
	Budget plan to support delivery of Trust and school key priorities: agree		✓	<A	<A	<A		
	Trust's staffing structure: agree		✓	<A	<A>	<A		
	School staffing structure: agree				A>	✓		A
Holding to account								
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓	✓	<A>	✓	A
	Reporting arrangements for progress on key priorities: agree		✓	<A	<A	<A>	✓	A
	Performance management of the Chief Executive Officer: undertake		✓					
	Performance management of academy Headteacher : undertake		A>			✓	<A	

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	Trustee monitoring: agree arrangements		✓			<A		
	Academy committee Member monitoring: agree arrangements					>A	✓	<A
	Academy committee overall performance monitoring: agree arrangements		✓			<A		
Ensuring financial probity								
Ensuring Financial probity	Appoint Chief financial officer for delivery of Trust's detailed accounting processes		✓	<A		<A		
	Trust's scheme of financial delegation: establish and review		✓	✓	<A	<A		
	Receive annual report and accounts	✓						
	External auditor appointment: confirm	✓	<A	<A	<A	<A		
	External auditors' report: receive and respond		✓	<A	<A	<A	✓	<A
	EPpay award: agree		✓					
	Academy Headteacher /HoS pay award: agree		A>			✓	<A	
	Staff appraisal procedure and pay progression: review		✓			✓		

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	and agree							
	Benchmarking and Trust wide value for money: ensure robustness			✓	<A>	<A>	✓	<A>
	Internal auditor appointment: confirm		✓	<A>	<A>	<A>		
	Develop Trust wide procurement strategies and efficiency savings programme			A>	A>	✓		
	Robust budget monitoring processes in place			✓	<A>	<A>		

Terms of Reference – Finance and Audit Committee

General Terms

- To act on matters delegated by the full Trust body.
- To liaise and consult with other committees where necessary.
- To contribute to the School/Trust Development Plan.
- To consider safeguarding and equalities implications when undertaking all committee functions.
- To maintain oversight of the Academy Trust's (AT's) financial, governance, risk management and internal control systems.
- To report its findings termly and annually to the Trust Board and the Accounting Officer as a critical element of the AT's annual reporting requirements.
- The audit function is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider and to obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.

Quorum

- There must be not less than three Trustee Members of the committee for a meeting to be quorate.

Meetings

- The committee will meet at least 3 times a year.
- The Committee meetings will not be open to the public but minutes shall be made available. Information relating to a named person or any other matter that the committee considers confidential does not have to be made available for inspection.
- In the absence of the chair, the committee shall choose an acting chair for that meeting from among their number.
- In the absence of the clerk the committee shall choose a clerk for that meeting from among their number (someone who is not the executive principal).
- The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the full Trust board and will be presented at that meeting by the chair (or in his/her absence another Member of the committee).
- Any decisions taken must be determined by a majority of votes of committee Members present and voting – but no vote can be taken unless a majority of those present are Trustees.
- Staff employed by the trust may be invited to attend the finance and audit committee to provide information and participate in discussions but should not be members of the committee.
- Any trustee may attend a meeting of the finance and audit committee, including those who are not members of the finance and audit committee.
- The chief executive officer/accounting officer and chief financial officer should also attend meetings.

Financial policy and planning

- To review, adopt and monitor a Finance Policy which includes the local scheme of delegation for spending and budgetary adjustments for the committee, Headteacher and other nominated staff.
- To review, adopt and monitor all additional financial policies, including a charging and remissions policy.
- To establish and maintain a three year financial plan, taking into the account priorities of Trust and school Development Plans, roll projection and signals from central government and (if applicable) the LA regarding future years' budgets, within the constraints of available information.
- To draft and propose to the Trust board for adoption an annual budget, taking into account the priorities of the School/Trust Improvement Plan.
- To make decisions in respect of service level agreements.
- To ensure that sufficient funds are set aside for pay increments as set out in the Pay Policy and as recommended by the Headteacher.

Financial monitoring

- To monitor the income and expenditure throughout the year of all delegated and devolved funds against the annual budget plan.
- To receive at least termly budget monitoring reports from the business manager.
- To report back to each meeting of the Trust board and to alert them of potential problems or significant anomalies at an early date.
- To meet with other committees and provide them with the information they need to perform their duties.
- Subject to the local scheme of delegation, to approve any budgetary adjustments that will from time to time be necessary in response to the evolving requirements of the school.
- To prepare the Trustees Report to form part of the Statutory Accounts of the governing body and for filing in accordance with Companies Act requirements.

- To receive auditors' reports and to recommend the Trust board action as appropriate in response to audit findings.
- To recommend to the Trust board the appointment or reappointment of the auditors

Premises

- To provide support and guidance for the Trust board and the Executive Principal on all matters relating to the maintenance and development of the premises and grounds, including Health and Safety.
- To ensure that an annual inspection of the premises and grounds takes place and a report is received identifying any issues.
- To inform the Trust board of the report and set out a proposed order of priorities for maintenance and development, for the approval of the Trust board.
- To arrange professional surveys and emergency work as necessary.
- *The Executive Principal is authorised to commit expenditure without the prior approval of the committee in any emergency where delay would result in further damage or present a risk to the health and safety of pupils or staff. In this event the Executive Principal would normally be expected to consult the committee chair at the earliest opportunity.*
- To create a project committee where necessary to oversee any major developments.
- To establish and keep under review an Accessibility Plan and a Building Development Plan
- To review, adopt and monitor a Health and Safety policy.

Staffing

- To ensure that the Trust is staffed sufficiently for the fulfilment of the Trust's development plan and the effective operation of the constituent schools.
- To establish and oversee the operation of the Trust's Appraisal Policy - including the arrangements and operation of the Trust's appraisal procedures for the Headteachers.
- To establish a Pay Policy for all categories of staff.
- To be responsible for the administration and review of the Pay Policy.
- To ensure that staffing procedures (including recruitment procedures) follow equalities legislation.
- To annually review procedures for dealing with staff discipline and grievances and make recommendations to the Trust board for approval.
- To monitor approved procedures for staff discipline and grievance and ensure that staff are kept informed of these.
- To recommend to the Trust board staff selection procedures, ensuring that they conform with safer recruitment practice, and to review these procedures as necessary.
- In consultation with staff, to oversee any process leading to staff reductions.
- To establish the annual and longer-term salary budgets and other costs relating to personnel, e.g. training.

Audit Functions

The Finance and Audit Committee will fulfil the following audit related functions:

- oversee the trust's risk register and, on the advice of the CEO/accounting officer and CFO, conduct a regular review of risks
- take delegated responsibility on behalf of the board of trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.
- agree an annual programme of internal scrutiny with the trust's internal auditors for checking financial systems, controls, transactions and risks.
- ensure that the programme of internal scrutiny delivers objective and independent assurance.
- provide assurance to the Trust Board that risks are being adequately identified and managed
- advise the Trustees on the adequacy and effectiveness of the Academy Trust's systems of internal control and governance processes, securing economy, efficiency and effectiveness (value for money)
- consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise senior management on any additional or alternative steps to be taken
- advise the Trust Board on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit)
- monitor the effectiveness of auditors
- review the findings of the external auditors and agree any action plan arising from it
- ensure there is co-ordination between internal audit and external audit and any other review bodies that are relevant
- ensure that additional services undertaken by the auditors is compatible with the audit independence and objectivity

- consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- encourage a culture within the trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees
- provide minutes of all Audit Committee meetings for review at board meetings

Terms of Reference – Timu Local Governing Body (Academy Committee)

The Local Governing Body is not a decision making body but rather a body which brings a local perspective to the way in which our Academies are managed.

General Terms

- To act on matters delegated by the full Trust body.
- To liaise and consult with other committees where necessary.
- To contribute to the School Development Plans.
- To consider safeguarding and equalities implications when undertaking all committee functions.

Quorum

- There are no minimum numbers for the LGB as it has no voting rights

Meetings

- The committee will meet at least 4 times a year.
- The Committee meetings will not be open to the public but minutes shall be made available. Information relating to a named person or any other matter that the committee considers confidential does not have to be made available for inspection.
- In the absence of the chair, the committee shall choose an acting chair for that meeting from among their number.
- In the absence of the clerk the committee shall choose a clerk for that meeting from among their number (someone who is not the Headteacher).

General

- Ensuring that the Academy implements and monitors the policies approved by the Trustees with particular reference to statutory policies.
- Assisting the Trust in ensuring that the Academy is operated efficiently and in accordance with the Trustee's agreed principles of governance.
- Promoting and upholding the ethos of the Trust
- Do such things as the Trustees may specify as being necessary to ensure that the Trust is meeting its legal obligations.

Quality of Education

- Supporting the creation of the school plans in the context of the Trust's vision, aims and objectives for approval by the Trustees.
- Ensuring that the school plans identify and address achievement priorities through the analysis of publicly available and internally generated data.
- Monitoring and evaluation of the school plans.
- Ensuring that the curriculum is fit for purpose for all children, including pupil premium and those with SEN.
- Review impact on outcomes of pupil premium grant, PE funding and SEN funding

Behaviour and Attitudes

- Ensuring that the behaviour policy is fit for purpose for all children, including those with SEN.
- Monitor behaviour at both schools
- Monitor attendance at both schools
- Monitor staff wellbeing strategies and impact at both schools

Leadership and Management

- Monitor compliance with safeguarding principles and policies.
- Ensure the Single Central Record is up to date with regular monitoring.
- Monitor compliance with health and safety regulations across the Trust.
- Ensure premises are well managed and maintained across the Trust.
- Monitor the spending of the pupil premium grant, PE funding and SEN funding to ensure value for money achieved.
- Review impact on outcomes of pupil premium grant, PE funding and SEN funding
- Monitor compliance with Trust policies