

## **Greenshaw Learning Trust**

### **Scheme of Delegation for Governance Functions**

*Approved by the Board of Trustees on 14 December 2018*

#### **1 Introduction**

1.1 This Scheme of Delegation for Governance Functions describes the Greenshaw Learning Trust's governance structure and remit of the Members, Board of Trustees, its committees and local governing bodies (LGBs).

1.2 The Greenshaw Learning Trust is a company limited by guarantee and an exempt charity; the formal governance arrangements for the Trust are set out in its Articles of Association.

1.3 Herein:

- 'The Trust' means the Greenshaw Learning Trust.
- 'School' means a school (academy) in the Greenshaw Learning Trust.
- 'Trustee' means a Trustee of the Trust and member of the Board of Trustees, which is the legal governing board of the Trust; a Trustee is also a Director of the Trust.
- 'Governing body' and 'LGB' means a local governing body that is a committee of the Board, and 'governor' means member of a local governing body.
- 'Headteacher' means the principal of the school.
- 'CEO' means the chief executive officer of the Trust (or an executive officer to whom they have delegated specific authority to act on their behalf).

#### **2 The Members of the Trust**

2.1 The Members of the Trust are the subscribers to the Memorandum of Association – the people who established the Trust – and any other individuals appointed by the Members.

2.2 The Members have an overview of the governance arrangements of the Trust and may amend the Trust's Articles of Association.

2.3 The Members of the Trust retain responsibility for

- Approving amendments to the Trust's Articles of Association and winding up the company.
- Appointing Trustees in accordance with the Articles of Association and removing Trustees.
- Appointing the Trust's external auditors.

2.4 The Members also receive the Trust's audited Annual Accounts.

### **3 The Board of Trustees**

- 3.1 The Members have delegated all their powers and duties, apart from those specified in clause 2.3 above, to the Board of Trustees.
- 3.2 The Board of Trustees consists of up to seven Trustees appointed by the Members plus the CEO, as long as s/he is in office; the Trustees may in addition appoint co-opted Trustees.
- 3.3 The Board of Trustees retains responsibility for:
- Formal accountability for the statutory functions of the Trust and for the operation and performance of all schools in the Trust.
  - Ensuring clarity of vision, ethos and strategic direction of the Trust as a whole.
  - Approving the Trust Budget and the Annual Report & Financial Statements of the Trust and the annual budget of each school.
  - Oversight of the financial and educational performance of the schools in the Trust.
  - Agreeing the strategy and budget for, and monitoring and reviewing the delivery and performance of, the Trust's central services.
  - Holding the executive leaders to account for the financial and educational performance of the Trust as a whole.
  - Agreeing Trust policies and procedures and ratifying school policies and procedures as required to ensure that the Trust fulfils its statutory responsibilities and the oversight, monitoring and review of the implementation of those policies.
- 3.4 The Board of Trustees may delegate any of its powers and functions to a committee, including a local governing body (LGB), or to an individual Trustee or executive office holder, but retains legal accountability for any decisions taken.
- 3.5 The Board of Trustees will not get involved in the day-to-day running of the Trust or its schools.

### **4 Trust Committees**

- 4.1 The Board of Trustees has established a number of Board Committees to which it has given delegated responsibility for specific powers and functions in relation to its retained responsibilities, and a local governing body (LGB), which is a committee of the Board of Trustees, for each school in the Trust to which it has given delegated powers and responsibilities with respect to the governance of the school.
- 4.2 For all Trust Committees including LGBs \*:
- i. The Committee is responsible to, and must report to the next meeting of, the Board of Trustees.
  - ii. Any powers or functions delegated to the Committee cannot be further delegated except by a decision of the Board of Trustees.

- iii. The Committee will be clerked by the Clerk to the Board or an officer of the Trust acting on their behalf.
- iv. For each meeting of the Committee an agenda will be drawn up by the Clerk to the Board in consultation with the Chair of the Committee, the Chair of the Board and the CEO or his nominee.
- v. For each meeting of the Committee draft minutes will be drawn up by the Clerk to the Board and approved by the Chair of the Committee; the minutes will be approved by the next meeting of the Committee or by the Board of Trustees if the Committee is not going to meet again.
- vi. The minutes or draft minutes of any meeting of the Committee must be submitted to the next scheduled Board meeting and made available to all Trustees within 21 days of the meeting.
- vii. All members of the Committee will be voting members.
- viii. There will be no substitutes, unless specified for a particular Committee as set out below.
- ix. The Chair of the Committee shall be appointed by the Board of Trustees, unless specified for a particular Committee as set out below.
- x. The Chair of a Board Committee must be a Trustee, unless specified for a particular Committee as set out below.
- xi. The Chair of a LGB must be a governor and their appointment as Chair must be approved by the Board of Trustees.
- xii. If the Chair is not present the Committee will appoint one of their members as Chair for that meeting, subject to clause xi.
- xiii. The Committee will meet as required or as indicated below.
- xiv. In addition to the terms set out below, the Committee will consider any other matters referred to it by the Board of Trustees.

\* For a LGB: Clerk to the Board will be read as local clerk acting on behalf of the Clerk to the Board; Chair of the Board will be read as Chair of the LGB; and CEO will be read as Headteacher.

4.3 The members of each Board Committee are appointed by the Board of Trustees.

4.4 The members of a LGB are appointed in the following ways; the number of governors in each category and any conditions on their appointment will be specified in the governance procedures of the LGB:

- Trust governors are appointed by the Board of Trustees.
- Community governors are appointed by the LGB.
- Parent governors are appointed following a ballot of parents.
- Staff governors are appointed following a ballot of staff.
- The Headteacher is a member of the LGB, ex-officio.

## **5 Board Committees**

The Board of Trustees has established the Board Committees set out here in clause 5 to which it has given delegated responsibility for specific powers and functions.

### **5.1 Audit Committee**

5.1.1 The Board of Trustees has established an Audit Committee to provide assurance to the Board on the suitability of its financial systems and operational controls and that

risks to internal financial control are being adequately identified and managed across the Trust and in its individual schools.

- 5.1.2 The Board of Trustees has given delegated authority to the Audit Committee for:
- Monitoring and reviewing the processes and checks required to identify and manage the risks to the Trust's internal financial control, including the Trust's risk registers.
  - Reviewing the effectiveness and appropriateness of the Trust's financial management and reporting arrangements, policies and procedures, and confirming that they are being carried out properly.
  - Providing assurance that the Trust and its schools are complying with its Funding Agreements and appropriate accounting standards.
  - Receiving reports and recommendations from external and internal audit, reviewing the appropriateness of management's response to those reports and recommendations, and monitoring implementation of action in response to them.
  - Reviewing information submitted to the DfE and ESFA that affects funding for the Trust and its schools, and risk-related and control-related disclosure statements and recommendations from the DfE / ESFA.
  - Reviewing and contributing to the Trust's Annual Report and Accounts.
  - Reporting to and making recommendations to the Board regarding audit and risk.
- 5.1.3 The Committee shall agree annually a programme of work by which it will carry out the above responsibilities and report to Trustees in a timely manner. The Committee shall meet at least once per term (three times per year).

## **5.2 Performance Management & Pay Committee**

- 5.2.1 The Board of Trustees has given delegated authority to the Performance Management & Pay Committee to carry out performance and pay functions in accordance with Trust HR policies and procedures. The Committee is responsible for:
- Agreeing the performance objectives of the CEO and monitoring and reviewing the performance of the CEO against the objectives.
  - Decisions on the pay and pay progression of Headteachers.
  - Approving the performance objectives of members of the Trust Senior Leadership Team.
  - Decisions on pay and pay progression of members of the Trust Senior Leadership Team.
  - Decisions on progression of more than one point and on applications to move onto the Upper Pay Scale and to progress through the Upper Pay Scale for staff of the Trust central service.
- 5.2.2 The Committee shall meet once early in the autumn term and at least once more in each term.

## **5.3 Finance Performance Committee**

- 5.3.1 The Board of Trustees has given delegated authority to the Finance Performance Committee for:
- Monitoring the budgets and budgetary performance of Trust schools, the Trust central service and the Trust as a whole, on behalf of the Board of Trustees.

- Consideration of actual expenditure against predicted expenditure.
- Monitoring and review of budgets for capital programmes and projects, maintenance and repairs.
- Consideration of the support and guidance needed by Trust schools to properly manage their budgets and opportunities and proposals for school-to-school and Trust-wide collaboration.
- Oversight of the provision of financial / budgetary support to schools by and through the Trust central service.
- Reporting to and making recommendations to the Board of Trustees on the budgets and budgetary performance of Trust schools, the Trust central service and the Trust as a whole.

5.3.2 The Committee has been given delegated authority to take decisions on behalf of the Board of Trustees where such decisions do not require a change to the policies or budgets approved by the Board of Trustees. The Committee shall meet once per Board meeting cycle (six times per year).

#### **5.4 School Standards Committee**

5.4.1 The Board of Trustees has given delegated authority to the School Standards Committee for:

- Monitoring and reviewing the educational performance of Trust schools on behalf of the Board of Trustees, including:
  - educational attainment and progress; examination results and performance data; behaviour, attendance, persistent absence and exclusions; achievement of identified groups including Looked After Children, SEN, EHCP, and impact of additional funding such as Pupil Premium; transition, careers guidance and the destinations of students leaving the school
- Consideration of the support needs of Trust schools and opportunities and proposals for school-to-school and Trust-wide collaboration \*.
- Oversight of the provision of additional support through school-to-school collaboration and by and through the Trust central service \*.
- Reporting to and making recommendations to the Board of Trustees on the educational performance of Trust schools.

5.4.2 The Committee has been given delegated authority to take decisions on behalf of the Board of Trustees where such decisions do not require a change to the policies or budgets approved by the Board of Trustees. The Committee shall meet once per Board meeting cycle (six times per year).

#### **5.5 Trust Services Committee**

5.5.1 The Board of Trustees has given delegated authority to the Trust Services Committee for the oversight of Trust central services.

5.5.2 Trust central services are those services and functions of the Trust that are not contained within a school budget and are not the responsibility of a school Headteacher and local governing body, including:

- Functions and services required for the Trust to fulfil its statutory responsibilities.

- Core central services that the Board has decided need to be consistent across the Trust or are only done effectively as a single or trust-provided service.
- Trust-wide services that schools and the Board have agreed collectively should be used by all Trust schools and/or provided centrally.
- Functions and services offered by and through the Trust central service to schools within and outside the Trust on a traded basis.
- The Trust Services Committee takes the place of a local governing body (LGB) with regard to the governance of those functions and services.

5.5.3 The Board of Trustees has given delegated authority to the Trust Services Committee for:

- Oversight of the provision of and development of, and monitoring the performance of, the Trust central service.
- Approval of the annual budget for the Trust central service for recommendation to the Board of Trustees.
- Regular monitoring of the budget of the Trust central service and consideration of actual expenditure against predicted expenditure.
- Monitoring and review of the staffing of the Trust central service.
- Consideration and approval of policies for the Trust central service in accordance with the policies and procedures of the Trust.

5.5.4 The Board of Trustees has given the Chair of the Trust Services Committee delegated authority to act on behalf of the Committee, in the same way as a Chair of a LGB, in cases of urgency where delay until the next meeting of the Committee would be harmful to the Trust.

5.5.5 In relation to matters under the remit of the Trust Services Committee, in relevant Trust policies and procedures reference to the LGB will be read as the Trust Services Committee.

5.5.6 The Committee shall meet at least once per term (3 times per year).

## **5.6 School Development Committee**

5.6.1 The Board of Trustees has given delegated authority to the School Development Committee for:

- Powers and responsibilities with respect of the governance of; and
- The oversight of and decisions in relation to targeted improvement and intervention;
- For:
- Trust schools in need of additional support and/or in particularly challenging circumstances;
- Trust schools for which relevant authority has not been delegated to a local governing body; and
- The development of and establishment of new schools within the Trust.

5.6.2 The Committee, with respect to those schools, will be responsible for the powers and responsibilities normally delegated to a local governing body (LGB), subject to the policies and procedures of the Trust and any variation, condition and/or restriction placed upon that delegation by the Board of Trustees.

5.6.3 This includes, for those schools:

- Oversight of their establishment, development & operation and financial & educational performance.
- Approval of their Development/Improvement Plans, budgets, staffing structures, policies and procedures.
- Carrying out any other function with respect to the school(s) that would otherwise be carried out by a LGB.

5.6.4 The powers or functions delegated to the Committee may be further delegated to the LGB / Shadow LGB, a member of the Committee, or the Headteacher / Head of School, as long as such delegation is in accordance with the Articles of Association, Governance Procedures, Scheme of Delegation and the Policies and Procedures of the Trust.

5.6.5 In carrying out its responsibilities, the Committee will consult with the LGB or Shadow LGB of the School, where one exists.

5.6.6 The Board of Trustees has given the Chair of the School Development Committee delegated authority to act on behalf of the Committee, in the same way as a Chair of a LGB, in cases of urgency where delay until the next meeting of the Committee would be harmful to the school(s) or the Trust.

5.6.7 In relation to matters concerning a school under the remit of the School Development Committee, in Trust policies and procedures reference to the LGB will be read as the School Development Committee, an ad hoc committee of the LGB will be read as an ad hoc (sub) committee of the School Development Committee, and the Panel of the LGB will be read as the Trust Panel.

5.6.8 The Committee shall meet as required.

## **5.7 Admissions Committee**

5.7.1 The Board of Trustees has given delegated authority to the Admissions Committee for ruling on admissions applications where a decision of Trustees is required, in accordance with GLT Policy and Procedures.

5.7.2 The Committee shall meet as required.

## **6 Ad hoc Committees of the Board**

6.1 The Board of Trustees has established a Panel from which members may be selected to form an ad hoc committee to deal with matters relating to a specific incident or individual.

6.2 If it is required to establish a committee of the Board to consider matters relating to a specific incident or individual, the Clerk to the Board shall invite members of the Panel to form the committee, in consultation with the CEO and Chair of the Board. The committee thus established will have delegated authority to consider the matters for which it has been established.

6.3 Such a committee must have at least 3 members, the majority of whom must be Trustees, unless alternative arrangements are specifically set out in the appropriate

GLT Policy. The selection of members for the Committee will take account of their availability and skills and the need to avoid potential conflict of interest. All members of the committee will be voting members. The committee will select one of its members as chair unless the Board of Trustees has resolved to appoint the chair (except that for a complaints committee the chair will always be selected by the committee). The committee will meet as required and must report to the following meeting of the Board of Trustees.

- 6.4 The Board of Trustees has given delegated authority to the following committees that may be established from the Panel if required to consider relevant matters in accordance with the Trust's policies:
- 6.4.1 **Pay and Performance Appeals Committee** - to consider appeals against decisions on pay and performance matters relating to staff of the Trust central service, in accordance with the Trust's HR policies.
  - 6.4.2 **Staff Discipline, Grievance and Redundancy, first committee** - to consider matters of discipline, grievance, redundancy, redeployment and early retirement relating staff of the Trust central service, in accordance with the Trust's HR policies.
  - 6.4.3 **Staff Discipline, Grievance and Redundancy Panel, second committee** - to consider matters at the second stage of discipline, grievance, redundancy, redeployment and early retirement relating to staff of the Trust central service, in accordance with the Trust's HR policies.
  - 6.4.5 **Appointments Committee, Senior Staff** - to carry out the process of recruitment and appointment of members of the Trust Senior Leadership Team in accordance with the Trust's HR policies.
  - 6.4.6 **Appointments Committee, CEO and Deputy CEO** - to carry out the process of recruitment of a CEO or Deputy CEO and recommend an appointment to the Board of Trustees in accordance with the Trust's HR policies.
  - 6.4.7 **Complaints Against the Trust Committee** - to consider complaints against the Trust in accordance with the Trust's Complaints Policy and the Trust and School Complaints Procedures.

## 7 Local Governing Bodies

- 7.1 The Board of Trustees has given delegated powers and responsibilities with respect to the governance of each school in the Trust to its local governing body (LGB), subject to this Scheme of Delegation and the policies and procedures of the Trust, and any conditions and restrictions placed upon that delegation by the Board of Trustees.
- 7.2 Each LGB will operate in accordance with the Governance Procedures for the LGB as approved by the Board of Trustees.
- 7.3 Each LGB is responsible for:
- Ensuring clarity of vision, ethos and strategic direction of the school.
  - Overseeing the financial and educational performance of the school and ensuring its money is well spent.
  - Holding the Headteacher to account for the educational performance of the school and its pupils, and for the performance management of staff.
  - Upholding the ethos of the school and Trust and ensuring the school



operates in accordance with the policies and procedures of the school and the Trust.

- 7.4 The LGB may report to and make recommendations to the Board of Trustees on the governance and operation of the school. The LGB must take account of any advice given to it by the Board of Trustees or CEO.
- 7.5 The LGB will meet at least once per half term (6 times per year) prior to the last meeting of the Board of Trustees in that half term.
- 7.6 The Chair and Vice-Chair of the LGB shall be appointed by the LGB from among its governor members at its last meeting of each academic year, to take office from 1 September that year, unless it is specified in the LGB's Governance Procedures that the Chair shall be appointed by the Board of Trustees.
- 7.7 The LGB shall have a **Performance Management Review Committee**. The Board of Trustees has given delegated authority to the Committee to carry out performance and pay functions in relation to school staff in accordance with Trust HR policies and procedures. The Committee is responsible for:
- Agreeing the performance objectives of the Headteacher and monitoring and reviewing the performance of the Headteacher against the objectives.
  - Recommending the pay progression of the Headteacher to the PM&P Committee of the Board of Trustees.
  - Approving the performance objectives of members of the school Senior Leadership Team.
  - Decisions on pay and pay progression of members of the school Senior Leadership Team.
  - Decisions on progression of more than one point and on applications to move onto the Upper Pay Scale and to progress through the Upper Pay Scale.
- 7.8 The LGB shall have no other standing committees, unless specified otherwise in the LGB's governance procedures and approved by the Board of Trustees.
- 7.9 The LGB will maintain an LGB Panel made up of all members of the LGB, all members of the Trust Panel and other appropriate persons as appointed by the LGB and approved by the Board of Trustees.
- 7.10 The Board of Trustees has given delegated authority to the following ad-hoc committees of the LGB, formed from at least 3 members of the LGB Panel in a similar manner to ad hoc committees of the Board, to consider matters relating to students and staff of the school and complaints against the school, in accordance with the school's and Trust's policies and procedures:
- 7.10.1 **Pay and Performance Appeals Committee** - to consider appeals against decisions on pay and performance matters.
- 7.10.2 **Staff Discipline, Grievance and Redundancy, first committee** - to consider matters of discipline, grievance, redundancy, redeployment and early retirement.
- 7.10.3 **Staff Discipline, Grievance and Redundancy Panel, second committee** - to consider matters at the second stage of discipline, grievance, redundancy, redeployment and early retirement.
- 7.10.4 **Appointments Committee** - to carry out the process for recruitment of a Headteacher or member of the school's Senior Leadership Team.
- 7.10.5 **Pupil Exclusion Committee** - to consider the Headteacher's decision to exclude a pupil.

7.10.6 **Complaints Against the School Committee** - to consider complaints against the school.

## **8. Trust Executive**

- 8.1 The Board of Trustees has delegated to the Chief Executive Officer (CEO) responsibility for delivery of the Trust's strategy and for the implementation of the policies of the Trust, and for the day-to-day running, internal organisation, management and control of the Trust's central services.
- 8.2 The CEO is responsible for the performance management of the Trust central service staff and the Headteachers of the Trust's schools.
- 8.3 The Board of Trustees has delegated to the Headteacher of each school in the Trust responsibility for the day-to-day running of the school, including the internal organisation, management and control of the school, and for the implementation of the policies of the Trust and LGB.

## **9. Individual Trustees and governors**

- 9.1 The Board of Trustees delegates authority to the Chair of the Board of Trustees to act on behalf of the Board in cases of urgency where delay until the next meeting of the Board would be harmful to the Trust. The Board of Trustees has given delegated authority to the vice-chair of the Board of Trustees to exercise that delegated authority if the Chair is unable to do so.
- 9.2 The Board of Trustees has given delegated authority to the Chair of the LGB of each school in the Trust, in consultation with other governors and/or the Chair of the Board of Trustees as appropriate, to act on behalf of the LGB where such action is required as a matter of urgency and it would not be in the interests of the school or the Trust to delay such action until the next available meeting of the LGB or its appropriate committee. The Board of Trustees has given delegated authority to the vice-chair of the LGB to exercise that delegated authority if the Chair is unable to do so