

# The Stour Academy Trust

## Governance structure and delegation



# The Stour Academy Trust Board Scheme of Delegation

## Introduction

The Board of Directors is accountable in law for all major decisions about our academies. However, this does not mean that the Board is required to carry out all the Trust's governance functions and many are delegated, including, for example, to the CEO and the Board's audit committee. It is vital that the decision to delegate a function is made by the full Board of Directors and is recorded. Without such delegation, the individual or committee has no power to act.

Our strategy and operating model should not be considered fixed. It must adapt in response to the scale, geography and performance of the schools within the Trust. The functions the Board has delegated is based on these factors and the way in which leadership is structured.

The scheme of delegation (SoD) is the key document defining the lines of responsibility and accountability in the Trust. It aims to be a simple, yet systematic way, of ensuring that the Members, Directors, Board committee(s), Church Schools' Committee, senior Trust leadership, executive principals (when appointed) and academy principals are all clear about their roles and responsibilities. This overarching SoD for all decision making in the Trust should not be confused with the written scheme of delegation of financial powers referred to in the Academies Financial Handbook.

The detail of delegation is not set out in the articles of association, the Trust's governing document. The explicit detail shown below will also be of assistance to governing bodies of schools who may be potentially looking to join.

The SoD is published on the Trust and schools' websites.

## The status of a scheme of delegation

The Board has the power to appoint and remove committees at any time, be it a Board committee, a cluster committee, an academy committee or an academy council, with the exception of the Church Schools' Committee where no alteration or addition shall be made to the constitution, Membership and proceedings, or scheme of delegation of the CSC without written consent of the Diocesan Corporate Member.

A scheme of delegation must be fit for purpose which means it demonstrates clearly the lines of accountability.

## Format, structure and clarity

Our model aims to clarify decision making and lines of accountability in a simple, succinct and clear format.

- A structure diagram which shows the layers of governance and lines of accountability
- A short paragraph of text which describes the structure

- Detailed narrative on roles and responsibilities
- A grid format, with columns for each layer of governance which enables stakeholders to quickly determine who is responsible for each strategic decision within the Trust. The grid is in four key areas to reflect both the governance framework and the three core functions of the governing Board:
  1. The governance framework:
    - a. People
    - b. Systems and structures
    - c. Reporting
  2. Being strategic
  3. Holding to account
  4. Ensuring financial probity

The model is intended to be working documents that both Board and executive leaders are able to revise and adapt in response to their context and circumstances.

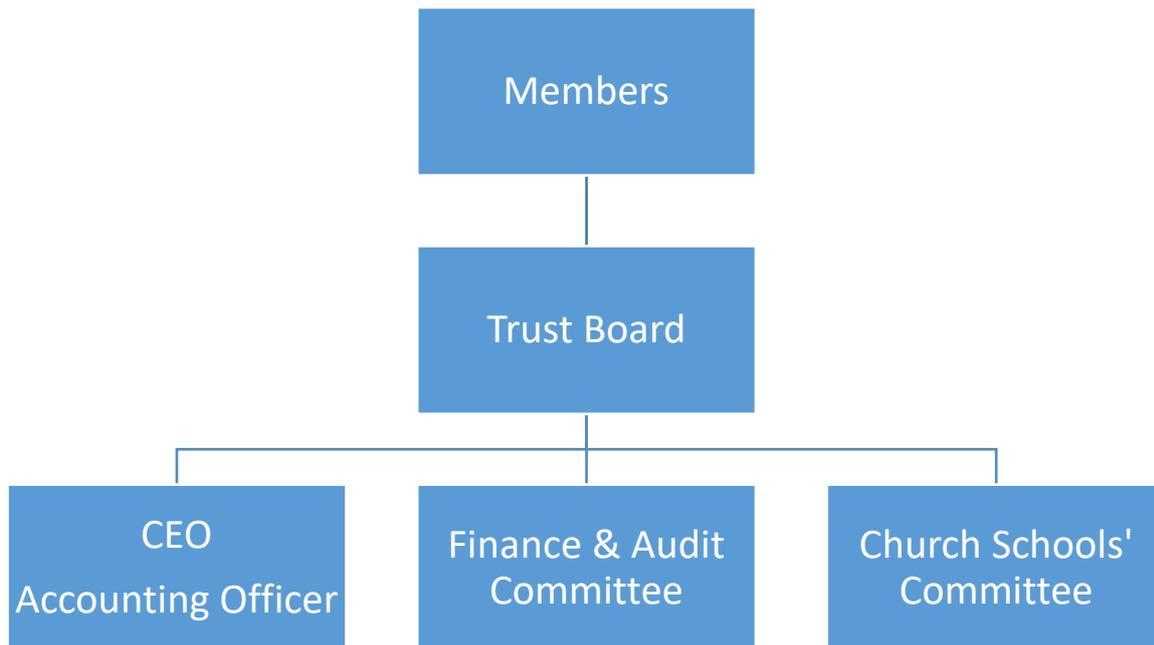
## Review and adapt

As we grow and develop the workings of the Trust, both in terms of governance and management is likely to change. The SoD should be reviewed annually, with changes made as the context changes, if necessary each year. This is not a failure, but recognition of the need to be responsive to changing circumstances and to adapt accordingly.

## The scheme of delegation will:

- Promote a culture of honesty and accountability
- Ensure the senior leadership is clear about which decisions the Board remain in control of
- Identify responsibility for the appointment and performance management of the CEO, Deputy CEO and academy principals (plus executive principal when appointed)
- Ensure that the role of the senior leadership is fully understood throughout the Trust.
- Identify responsibility for policy and practice
- Identify responsibility for oversight of educational performance in each academy
- Identify responsibility for oversight of each academy's budget
- Identify responsibility for assessment of risk in each academy

## Structure



## Governance structure and lines of accountability

- The Board of Directors is responsible for the three core governance functions.
- The Board of Directors appoint the chief executive (CEO), to whom it delegates responsibility for delivery of its vision and strategy, and will hold the CEO 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 CEO line manages other senior executives who in turn line manage the academies' principals, setting their targets and performance managing them.
- The Board constitutes a Finance and Audit committee; this committee looks in detail at resources. The whole Board looks in detail at progress and attainment across the Trust. At least three Directors, who are not employees, must sit on the audit committee.
- The Board constitutes a Church Schools' Committee; the role of the CSC is to monitor, evaluate and further develop the effectiveness of Sturry CE Primary School and Adisham CE Primary School, part of The Stour Academy Trust, according to the SIAMS framework April 2018, in accordance with the 2019 minority Church Articles of Association.

## 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 Directors. Originally they were 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 describe how Members are recruited and replaced, and how many of the Directors the Members can appoint to the Trust Board. The Members appoint Directors to ensure that the Trust's charitable object is carried out and so must be able to remove Directors 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.

There must be at least three Members, although the DfE prefer at least five. Members are not permitted to be employees of the Trust.

## The role of the Directors

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

The Directors 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. In addition it must carry out the three core governance functions:

1. Ensure clarity of vision, ethos and strategic direction
2. Hold the executive to account for the educational performance of the Trust's schools and their pupils, and the performance management of staff
3. Oversee the financial performance of the Trust and make sure its money is well spent

Given that Directors do not have executive powers, in practice holding the executive to account means observing, listening, asking good questions and being supportive and creative in suggesting possible improvements.

## The role of Board committees

The Directors 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, for example a Standards Committee. The Membership and responsibilities of Board committees are set out in the committee's terms of reference. The Trust Board must appoint Board committee chairs and committee Members according to their skills.

## The role of the Church Schools' Committee

The Church Schools' Committee is established to support local governance under Article 100 (a) through a CSC and ensures that each school's Christian vision continues to inform its provision, relationships and outcomes. It guarantees that the school's Christian distinctiveness continues to meet the needs of all pupils and to impact

positively on the lives of the whole school community. The Church Schools' Committee ensures that close, reciprocal links are maintained with the local Anglican Church, Canterbury Diocese and the wider Christian community. It also looks to enable MAT-wide discussions about the sharing of good practice in RE, Collective Worship and children's spiritual, moral, social and cultural development.

## The role of the chief executive officer (CEO)

The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's academies and so the CEO oversees the performance management of the Deputy CEO and the academy principals.

The CEO 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.

The CEO leads the executive management team of the academy Trust. The CEO will delegate executive management functions to the executive management team (Deputy CEO, Chief Operating Officer, Director of HR and Director of Communications) is accountable to the Trust Board for the performance of the executive management team.

## The role of the Parent Forums

Although not part of the Trust's governance structure, Parent Forums provide a valuable channel of communication with the Board of Directors. Head Teachers are invited to attend Board meetings to ensure that the views of parents and other stakeholders of individual schools within the Trust are shared with Directors. The Forum is accountable to the Board of Directors. The Board may remove or appoint new Members where circumstances permit.

## Key

Column 1: Members

Column 2: Board of Directors of the Multi Academy Trust

Column 3: Trust Board Audit Committee

Column 4: Chief Executive Officer

Column 5: Church Schools' Committee

Blue box      Function **cannot** be legally carried out at this level.

✓ Action to be undertaken at this level

✓ Action to be undertaken at this level

A Provide advice and support to those accountable for decision making

< > **Direction** of advice and support

Area	Decision						
		Members	Trust Board	Finance & Audit Committee	CEO	Church Schools' Committee*	
People	Members: Appoint/Remove	✓					
	Directors: Appoint/Remove	✓	✓				
	Role descriptions for Members	✓					
	Role descriptions for Directors/chair/ specific roles/committee/council Members: agree		✓		<A		
	Parent Trustee/committee/council member: elected		✓			✓	
	Board committee chairs: appoint and remove		✓	✓	<A		
	Academy committee/council chairs: appoint and remove		✓		<A		
	Clerk to Board: appoint and remove		✓				
	Clerk to academy committee/council: appoint and remove		✓				
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		

Area	Decision						
		Members	Trust Board	Finance & Audit Committee	CEO	Church Schools' Committee*	
Systems and structures	Skills audit: complete and recruit to fill gaps		✓		<A>		
	Annual self review of Trust Board and committees: complete annually		✓				
	Annual self review of academy committees/councils: complete annually						
	Chair's performance: carry out 360 review periodically		✓				
	Trustee / academy committee/council member contribution: review annually		✓			✓	
	Succession: plan		✓		<A>		
	Annual schedule of business: agree		✓	✓	<A		
	Annual schedule of business for academy committee/council: agree				A>		
Reporting	Publication on Trust and schools' websites of all required details on governance arrangements: ensure		✓	✓	<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, regularity,		✓	<A	<A		

Area	Decision						
		Members	Trust Board	Finance & Audit Committee	CEO	Church Schools' Committee*	
	incorporating governance statement demonstrating value for money: submit						
	Annual report work of academy committee/council: submit to Trust and publish		✓	<A		✓	
Being Strategic	Determine Trust wide policies which reflect the Trust's ethos and values (facilitating discussions with unions where appropriate) including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: SEND, safeguarding and child protection; curriculum; behaviour		✓	✓	<A	<A	
	Central spend / top slice: agree		✓	<A	<A		
	Management of risk: establish register, review and monitor		✓	<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	<A

Area	Decision						
		Members	Trust Board	Finance & Audit Committee	CEO	Church Schools' Committee*	
Being Strategic	Schools 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: appoint and dismiss		✓				
	Academy principal : appoint and dismiss				✓	<A	
	Budget plan to support delivery of Trust key priorities: agree		✓	<A	<A		
	Budget plan to support delivery of school key priorities: agree				✓		
	Trust's staffing structure: agree		✓	<A	<A		
	School staffing structure: agree				✓		

Area	Decision						
		Members	Trust Board	Finance & Audit Committee	CEO	Church Schools' Committee*	
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓	<A>		
	Reporting arrangements for progress on key priorities: agree		✓	<A>	<A>	✓	
	Performance management of the Chief Executive Officer: undertake		✓				
	Performance management of academy principal : undertake				✓		
	Trustee monitoring: agree arrangements		✓		<A>		
	Committee monitoring: agree arrangements			✓		✓	
	Chief financial officer for delivery of Trusts detailed accounting processes: appoint		✓	<A>	<A>		
	Trust's scheme of financial delegation: establish and review		✓	✓	<A>		

Area	Decision						
		Members	Trust Board	Finance & Audit Committee	CEO	Church Schools' Committee*	
Ensuring financial probity	School's scheme of financial delegation: establish and review		✓		<A		
	External auditors' report: receive and respond		✓	<A	<A		
	CEO pay award: agree		✓				
	Academy principal pay award: agree				✓		
	Staff appraisal procedure and pay progression: review and agree		✓		✓		
	Benchmarking and Trust wide value for money: ensure robustness			✓	<A		
	Benchmarking and academy value for money: ensure robustness		✓	<A			
	Develop Trust wide procurement strategies and efficiency savings programme			✓	✓		
Review and approve Trust wide procurement strategies and efficiency savings programme			✓				

\*Applicable only to Sturry CE Primary and Adisham CE Primary