

Bay Education Trust

GOVERNANCE ARRANGEMENTS and SCHEME OF DELEGATION

Effective date September 1st 2016

1. Introduction

- 1.1 Bay Education Trust (the Trust) is a charity and company limited by guarantee. It is governed by a board of directors who are accountable for and oversee the management and administration of the Trust and each academy within the Trust.
- 1.2 The directors are accountable to external agencies including the Charity Commission and the Department for Education (DfE) for the quality of education in each academy, and are required to have systems in place to be assured of quality, safety and good practice across all aspects of Trust business.
- 1.3 The key functions of the Trust include:
- Delivering high quality education through a broad curriculum ensuring students in all key stages make good progress and achieve at least their expected outcomes.
 - Ensuring good financial management
 - Ensuring safeguarding is integral to all Trust business
 - Giving all students opportunities for personal development, instilling British values and preparing them for the world beyond school
- In order to deliver these responsibilities, the directors have set up a system of governance, which is included at appendix 1 to this document.
- 1.4 The scheme of delegation explains the ways in which the directors fulfil their responsibilities for the leadership and management of the academies, the roles of the directors and those appointed as members of the Local Advisory Groups, and how they will work together with the leaders of the individual academies to ensure the success of the Trust.
- 1.5 The scheme of delegation should be read in conjunction with the Trust's Master Funding Agreement, which is the agreement between the Trust and the Secretary of State for Education governing the affairs of the Trust, and with the Trust's Articles of Association. The scheme of delegation applies to all academies for which the Trust is responsible.

2. Role of the Board of Directors

- 2.1 The directors have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of academies. This is effected through strategic planning and the setting of policies. It is managed through business planning, monitoring of budgets, implementation of quality management processes, performance management of senior staff and holding to account those to

whom functions of the Trust are delegated. The directors have the power to direct change when required.

2.2 The directors have a duty to act to fulfil the Trust's objectives, and will take into account the interests of each academy in agreeing and implementing any policy or exercising any authority in respect of an individual academy. The directors are mindful of the uniqueness of each academy and will respect and support the ambitions of each. They will also put in place measures to support an individual academy should there be a need.

2.3 The board is responsible for appointments to the senior leadership team of each academy.

2.4 The board will approve Trust and academy policies to cover all aspects of the Trust's work. As far as possible, policies will cover all academies in the Trust. If this is not possible by reason of individuality, academy policies will be approved. These policies are the basis of the scheme of delegation and clearly outline who has responsibility for a particular action.

2.5 **The strategic role of the board**

2.5.1 The board of directors will develop the vision for the Trust and a strategic plan to deliver that vision.

2.5.2 The directors will approve a strategic framework for each academy (consisting of the aims, objectives, curriculum, policies and targets), which will contribute to delivery of the strategic plan of the Trust, and will do so with advice from the Chief Executive Officer (CEO) and Headteacher and leadership team of the academy.

2.5.3 The board of directors will act as a critical friend to the Principal / Headteacher of each academy providing support and constructive criticism.

2.6 **The monitoring role of the board**

2.6.1 The directors have a system to monitor and evaluate progress towards achieving the objectives and targets (see governance framework, appendix 1), and may review the strategic framework in light of that progress.

2.6.2 The board of directors will monitor and review the policies that have been adopted.

2.6.3 Directors are not responsible for collecting monitoring data themselves, but have a responsibility through visiting the academies and in discussion with the Local Advisory Group to assure themselves of the accuracy and completeness of that data.

2.6.4 The directors must always be confident that they have sufficient information to inform the decisions they make with respect to the strategic framework.

2.6.5 The board has delegated authority for some aspects of its work, to two sub-committees of the board: the performance and standards committee and the finance, audit and

personnel committee. The powers delegated to these committees are as outlined in their terms of reference.

2.7 The role of the board of directors as a critical friend

- 2.7.1 The directors shall act as a critical friend to the CEO and Principals / Headteachers. This shall include but not be limited to:
- 2.7.2 Support: the directors have an obligation to support the CEO and Principal / Headteachers but this shall not be unquestioning, uncritical support. Directors should constructively and courteously challenge them as a corollary to providing that support.
- 2.7.3 Constructive criticism: the directors will provide the CEO, Principal and Headteachers with constructive, considered criticism when appropriate. This will always be done in a professional manner and, if so wished by the directors, through the chair of the board.

3. Role of the chair of the board of directors

- 3.1 To give a clear lead in planning and organising the work of the board and to ensure there is a real strategic partnership between the board and senior leadership teams of the academies.
- 3.2 To appropriately delegate work to the directors, ensuring that they are fully involved in the work of the Trust and that their skills are put to best use on behalf of the Trust.
- 3.3 To effectively manage the meetings of the board and ensure that the best use is made of the time available.
- 3.4 To meet regularly with the CEO and the Principal and Headteachers as necessary. It is essential to the success of the Trust that the chair and CEO have a relationship of mutual trust and are able to maintain a level of trust and understanding between the directors and the CEO.
- 3.5 To ensure other directors are kept fully informed.
- 3.6 To be the representative of the board and meet with third parties to support the Trusts activities. This may include staff, parents, students, the Regional School Commissioners Office and other local and national agencies.
- 3.7 The chair shall have powers to make decisions on behalf of the board of directors in the event of an emergency. The Chair may also be given other delegated powers with the approval of the Trust board. If the chair is not available the vice chair may assume this authority. The Education (School Government) (England) Regulations 1999 grant such emergency powers to chairs of local governing bodies of maintained schools. This does not apply to academies but the board of Bay Education Trust has agreed that the chair may exercise any function of the board which is able to be delegated but ONLY if:

- 3.7.1 A delay in exercising that function would be likely to be seriously detrimental to the interests of the Trust or an academy, or to the interests of any pupil registered at an academy, or their parent, or a person employed in the Trust AND
- 3.7.2 It is not reasonably practicable to call an emergency meeting of the board of directors (or a committee to which the function has been delegated) in time to deal with the issue in question.

3.8 Election of the chair and vice-chair of the board of directors

In accordance with the Articles of Association, the directors are obliged to appoint a chair and vice-chair at the first meeting of each academic year.

- 3.8.1 Any director other than the CEO may nominate themselves to be the chair or vice-chair.
- 3.8.2 In the event that there is more than one candidate the decision will be made by secret ballot after each candidate has presented their case for the appointment and answered any questions put to them by the other directors.
- 3.8.3 The ballot for chair shall be conducted by the company secretary after the candidates have left the room.
- 3.8.4 In the event of a tie, a second round of voting will be held and if there is still a tie, the candidates will draw lots
- 3.8.5 The newly appointed chair will, if necessary conduct a similar ballot for the role of vice-chair.

4. Role of the directors

- 4.1 Each director brings important and differing skills to their role depending on their professional background. The members appoint new directors with a view to ensuring that a broad range of necessary skills are available to the board.
- 4.2 No individual has authority to make decisions on behalf of the board other than as outlined in 3.7 above or has been expressly delegated by the whole board.
- 4.3 Directors should be mindful in their dealings with third parties that their views may be relied upon by the third party. They must be clear whether they are expressing personal or Trust views and no promises or assurances should be made on behalf of the Trust without the approval of the whole board.
- 4.4 Directors should pay heed to the requirements of the Companies Act 2006 with regard to written communications. All such business related communications, including emails, must include the company name, registered number and registered office address.
- 4.5 All decisions made by the board are group decisions. A board member may vote against a decision, and may request that their objection is noted in the minutes, but once a decision is made the board will stand by that decision as a united body.
- 4.6 If approached by a parent, staff member or other third party, directors should make it clear that they have no power to make individual decisions on behalf of the board and in

becoming involved in individual matters may put at risk the appropriate complaints or appeals process.

- 4.7 The directors will undertake regular training to ensure they retain the necessary skills to perform their duties.
- 4.8 Directors should be familiar with and abide by the approved Trust and academy policies in all matters.
- 4.9 Each director will hold a portfolio and is expected to work with the academies and their local advisory group member with a similar portfolio to ensure the business of the Trust in their area of interest is being effectively delivered. The directors will make regular reports to the board, so all directors are fully aware of the key issues and plans being put in place to address them and the effectiveness of these plans.
- 4.10 The portfolios held by directors include:
 - Progress and achievement
 - Teaching and Learning
 - Safeguarding including looked after children
 - Behaviour
 - Finance and personnel
 - Disadvantaged and special educational need (SEN)
 - Leadership and management
 - Estates including health and safety
- 4.11 Each portfolio holder has a document produced by the CEO outlining the responsibilities of the Trust board, the director, the Principal / Headteacher and the local advisory group member with regard to that portfolio. This document forms the basis by which some monitoring functions are delegated to the local advisory group. These documents, which include a bibliography, are regularly reviewed and updated taking account of changes in policy and legislation.
- 4.12 Each director undertakes to be aware of the key components of the Ofsted inspection framework and the regular updates thereof, as any director may be called upon to meet inspectors as part of an inspection visit at any of the Trust academies.
- 4.13 Each academy will have a linked board director who is a member of the local advisory group and who will ensure they are familiar with all aspects of that academy's performance as it relates to the Ofsted inspection framework.

5. Role of the Chief Executive Officer (CEO)

- 5.1 The chief executive officer is a board director.
- 5.2 The CEO will formulate the aims, objectives, policies and targets of the individual academies and present these to the board of directors for approval, amendment or rejection.
- 5.3 The CEO will provide advice to the board.

- 5.4 The CEO will implement the strategic framework set by the board of directors.
- 5.5 The CEO will support the Principal / Headteacher and senior leadership teams in the academies in the day-to-day operational activities of the academies.
- 5.6 The CEO will ensure that the data necessary for the board to properly deliver its monitoring function is available in a consistent format.

6. Role of the Chief Finance Officer (CFO)

- 6.1 The CFO is invited to all meetings of the board of directors and will make regularly reports to the board
- 6.2 The CFO will make recommendations on annual budget allocation to the board for approval or otherwise
- 6.3 The CFO is responsible for the day to day financial management of the Trust and each academy
- 6.4 The CFO will contribute to and submit the Trust annual report.

7. Role of the Local Advisory Groups (LAG)

- 7.1 The Trust will appoint members of the local advisory groups.
- 7.2 The LAG does not have any decision-making authority.
- 7.3 The board has delegated some monitoring activity to the LAG as detailed in the terms of reference.
- 7.4 Each local advisory group will include at least one director who will act as the link between the academy and the board.
- 7.5 The LAG members will hold a portfolio under the same headings as the directors. The director will need to assure himself or herself that the monitoring role of the LAG is effective.

8. Role of the Principal / Headteacher

- 8.1 The Principal / Headteacher, supported by the CEO, is responsible for the day-to-day running of the academy including budget management.
- 8.2 The Principal / Headteacher is responsible for the appointment of staff to the academy below the level of the senior leadership team.
- 8.3 The Principal / Headteacher is responsible for the performance of the pupils and staff in the academy.

9. Scheme of delegation

- 9.1 The roles and responsibilities of senior members of the Trust are outlined in this document.
- 9.2 Whenever the Trust board has delegated functions to others, it still retains accountability for the actions and decisions made.
- 9.3 Decisions and actions that the board has delegated are included in the following documents:
 - Terms of reference of the LAG
 - Terms of reference of the performance and standards sub-committee
 - Terms of reference of the finance, audit and personnel committee
 - Trust policies
 - Academy policies
 - Portfolio documents

Bay Education Trust

Governance structure
September 2016

