

## Scheme of Delegation

First adopted by the Board of Trustees of Sussex Learning Trust on 26th September 2016 and last revised 26 May 2021.

As a multi-academy trust, Sussex Learning Trust is the single legal entity accountable for all the academies in the Trust and holds the master funding agreement with the Secretary of State. Whilst the Board of Trustees is accountable at law for all decisions about its academies, this does not mean that the Board makes all the decisions itself, and significant decision-making authority is delegated to individual academy Local Governing Bodies.

This Scheme of Delegation is the key document defining which functions of the Board of Trustees have been delegated, and to whom. Without formal delegation, an individual or committee has no power to act.

### 1 Introduction

- 1.1 This Scheme of Delegation has been adopted by the Board of Trustees in accordance with the provisions of the Articles of Association of Sussex Learning Trust (the “**Articles**”) and it should be read in conjunction with those Articles and any terms used in the Articles.
- 1.2 This Scheme of Delegation applies to all academies for which Sussex Learning Trust (the “**Trust**”) is responsible.
- 1.3 The Board of Trustees has overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishment and running of academies. The responsibilities of the Trustees are set out at Appendix A. However, in accordance with the Articles, the Board of Trustees have established separate formal committees, each referred to as a Local Governing Body (“**LGB**”), for each academy of the Trust. The Trust retains primary responsibility and delegates specific authority to each of the LGBs. Therefore, any matters not expressly set out in the Scheme remain with the Board of Trustees unless it decides otherwise.
- 1.4 In order to assist in discharging their responsibilities efficiently and effectively to ensure the good governance of each academy, the Board of Trustees appoint people who are more locally based to serve on each LGB. The role of an LGB is an important one. Each LGB carries out their functions on behalf of the Trustees and in accordance with the Trust’s policies.
- 1.5 The Trust wishes to avoid the duplication of governance and to enable decisions to be made as close to the impact of decision making as possible. The Trust therefore wishes LGBs to have considerable autonomy to act in the best interests of their academy, within the framework and support provided by the Trust.

### 2 Composition of Local Governing Bodies

- 2.1 Each LGB comprises up to twelve committee members, referred to as “**Governors**”, including:
  - the Headteacher of the academy (an *ex officio* appointment);
  - two parents/guardians of pupils/students at the academy, elected by parents/guardians of pupils/students at the academy;
  - two employees of the academy, elected by staff employed at the academy; ·
  - five individuals appointed by the LGB; and
  - two individuals appointed by the Board of Trustees.

- 2.2 All Governors (except the Headteacher) serve a term of office of four years. Subject to remaining eligible to be a Governor, any Governor may be re-elected or re-appointed at the end of their term.
- 2.3 A Governor's term of office will be terminated if:
- any event or circumstance occurs which would disqualify them from holding the office of Trustee under the Articles were they to hold such office;
  - they have, without the consent of the LGB, failed to attend LGB meetings for a continuous period of six months;
  - they resign from office by giving notice to the Chair of the LGB and the Chair of the Board of Trustees (and informing the Chief Executive of the Trust);
  - they are removed from office by the Board of Trustees if, following consultation with the Chair of the LGB, the Trustees are satisfied that the individual is not meeting the requirements of the Role Description for Governors.
- 2.4 A parent/guardian-elected governor may remain in office until the end of their existing term of office, even if their child leaves the academy during that period. A staff-nominated governor must immediately step down from the LGB if that individual is no longer an employee of the academy.

### **3 Representation on the Board of Trustees**

- 3.1 Each LGB shall be represented on the Board of Trustees either directly, in accordance with provision 3.2, or by a Regional Board Representative, in accordance with provision 3.3.
- 3.2 Any LGB Governor that is also appointed as a Trustee in their own right is expected to provide a link between the Board of Trustees and the LGB, encouraging effective governance, co-operation and communication. Therefore, if the Chair or another Governor on an LGB is also a Trustee, the LGB representation requirement in provision 3.1 will be deemed to have been met directly.
- 3.3 If an academy's LGB is not directly represented on the Board of Trustees in accordance with provision 3.2, then the Chair of the Board of Trustees shall ensure that a Trustee (to be referred to as a "**Regional Board Representative**" or "**RBR**") is assigned to liaise directly with the Chair of that academy's LGB to:
- discuss the forthcoming agenda of Board of Trustee meetings and any other important Trustwide business; and
  - ensure that a full appreciation of that academy's views or opinions are known prior to any significant decisions being taken and that the interests of that academy are given appropriate consideration at Board level.
- 3.4 If an individual is both a Trustee and an LGB Governor or RBR, that individual must act in accordance within the requirements and responsibilities of each role. When attending Board of Trustee meetings, all Trustees must act in the interests of the Trust as a whole.
- 3.5 The expectations of the RBR role are set out in appendix C of this Scheme of Delegation. If the LGB of an academy being represented by an RBR is dissatisfied with the way their academy is being represented on the Board of Trustees they should appeal to the Chair of Board of Trustees who will determine whether a change of representation is required or how the issue can be resolved.

#### **4 Procedures of Local Governing Bodies**

##### **a. Appointment of Chair and Vice Chair**

- 4.1 Each LGB shall elect a Chair and Vice Chair, who will serve a term of office of three years, which may be renewed.
- 4.2 The Chair shall chair meetings, and set the agenda, of the LGB as well as providing a link between the Board of Trustees and the LGB. The Vice Chair supports the Chair and deputises for them.

##### **b. Meetings of LGBs**

- 4.3 Each LGB must meet in full at least once each half term and is expected to conduct all business at its full meetings. An LGB may not appoint a sub-committee without the authorisation of the Board of Trustees (this does not preclude the establishment of working groups with powers of recommendation to the LGB only).
- 4.4 The LGB will agree its scheduled meeting dates at the beginning of the academic year. Written notice of each meeting plus the agenda and papers will be sent by the Clerk at least seven days in advance of the meeting.
- 4.5 All agendas, papers and minutes of the LGB shall be sent to the Clerk to the Board of Trustees, who shall make them available to Trustees as required.
- 4.6 Any three Governors may call a meeting by giving written notice to the Clerk which includes a summary of the business they wish to transact. The Clerk shall convene a meeting of the LGB as soon as reasonably practicable.
- 4.7 In the absence of the Chair and Vice Chair, the LGB shall elect a Governor to act as chair for the meeting concerned.
- 4.8 In the event of a need to make a genuinely urgent decision between meetings on matters falling within the remit of the LGB, the Chair (or Vice Chair in their absence) may, in consultation with the Headteacher, take appropriate action on behalf of the LGB. The decisions taken and the reasons for their urgency must be reported to the next meeting of the LGB.
- 4.9 The Chief Executive of the Trust and the Chair of the Board of Trustees have the right to attend all meetings of LGBs.

##### **c. Decision making**

- 4.10 The quorum for meetings of the LGB and for any decision is one third of the total number of Governors in office at that time (rounded up).
- 4.11 Governors may participate in meetings, and be counted for the purposes of quorum, by means of telephone or video conference provided that they have given sufficient notice of their intention to do so.
- 4.12 Every decision of the LGB shall be on the basis of a majority of votes cast by Governors present. Proxy votes are not permitted. Where there is an equal number of votes, the Chair has a casting vote.

##### **d. Lead Governors**

- 4.13 Each LGB shall appoint from among its members Governors with specific responsibilities which shall include:
- Lead Governor for SEN, Inclusion and Pupil Premium
  - Lead Governor for Safeguarding
  - Lead Governor for Finance
  - Lead Governor for Premises and Health & Safety

## **5 Conduct of Governors**

- 5.1 Governors must act in accordance with the Role Description for Governors adopted by the Board of Trustees.
- 5.2 Governors shall complete a register of their business and pecuniary interests annually and shall notify the Clerk to the Board of Trustees of any changes thereto. Any Governor who has an interest which conflicts or may conflict with their role as a Governor shall:
- disclose the fact at the beginning of the LGB meeting (or as soon as it becomes apparent); and
  - withdraw from the meeting if, in the eyes of a reasonable person, the interest is so great as to prevent the Governor acting objectively in the interest of the academy.
- 5.3 If a potential conflict has been disclosed or is anticipated and a Governor has not voluntarily absented themselves or indicated they would not speak or vote on an item, the Chair of the LGB may ask the rest of the LGB to consider whether that Governor is required to withdraw for the item, to refrain from speaking or refrain from voting on the item. A majority vote of those present is required to determine the withdrawal or prohibition from speaking or voting.

## **6 Delegation to the LGB**

- 6.1 The LGB of each academy shall have the roles and responsibilities set out in Appendix B and any other role that the Board of Trustees agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.
- 6.2 The LGB may exercise the powers delegated to it under provision 6.1, subject to:
- any restrictions in the Companies Act which requires a decision of the Members or the Board of Trustees;
  - the Articles;
  - the provisions of this Scheme of Delegation;
  - policies agreed by the Board of Trustees;
  - a specific decision of the Board of Trustees.

- 6.3 The Board of Trustees and the Governors play a crucial role in the governance of the individual academies and the Trust as a whole and shall commit to working together in the best interests of the Trust and its academies.
- 6.4 The Board of Trustees and each LGB also acknowledge that the ultimate responsibility and accountability for the operation of the Trust sits with the Board of Trustees. As such, the Board of Trustees are entitled to overrule a decision of an LGB and/or remove or alter powers delegated to an LGB if they consider not doing so would compromise the responsibilities of the Board of Trustees, the discharge of the Trust's statutory, legal or funding responsibilities, or would compromise the responsibilities of the Chief Executive in their capacity as Accounting Officer.
- a. Financial matters
- 6.5 The LGB shall consider the annual budget for the subsequent financial year prepared by the academy's Headteacher and submit the proposed budget to the Board of Trustees for ratification in accordance with the timeline specified by the Chief Executive.
- 6.6 A member of the Trust's finance team will attend meetings where the budget is being discussed to provide objective advice to the LGB.
- 6.7 The LGB shall have the power to expend funds of the Trust which relate to the academy as it considers in the best interests of the academy and in accordance with the Trust's finance and procurement policies and the Academies Financial Handbook. The LGB shall have regard to:
- the Objects of the Trust and the restrictions attached to any grant funding;
  - the priorities identified in the Academy Development Plan;
  - financial sustainability and value for money.
- 6.8 In line with their duties and responsibilities, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of an academy be held centrally for the following purposes:
- To be allocated to the provision of central services received by the academy.
  - To support the development of cross-Trust educational resources.
  - In pursuance of the Trust's reserves policy.
  - As otherwise may be determined by the Board of Trustees, acting reasonably and in the interests of the Trust.

## **7 Contractual authority**

- 7.1 The LGB of each academy is authorised to enter into a contract on behalf of the Trust insofar as it relates to the powers of the academy provided that:
- the contract does not exceed the value of £10,000 unless authorised by the Chief Executive;
  - the contract has been procured in accordance with the Trust's finance and procurement policies and the Academies Financial Handbook;
  - consideration has been given as to whether the contract constitutes a related-party transaction;
  - the contract does not relate to the following services unless approved by the Chief Executive: HR and payroll, accountancy, audit, financial management system, education inspection, leadership and CPD, energy, management information system, ICT, telecoms, catering, cleaning, facilities management, capital works, health and safety systems

## **8 Headteachers**

### **a. Appointment**

- 8.1 Article 107 of the Articles requires that the Board of Trustees shall appoint the Headteacher of an academy. For each vacancy, an appointment panel will be established comprising:
- three Governors from the LGB (it is expected that one will be the Chair of the LGB);
  - the Chief Executive of the Trust (who may delegate their role to another officer of the Trust); and
  - the Chair of the Trust (who may delegate their role to another Trustee).
- 8.2 The Chair of the appointment panel will be the Chair of the LGB (if a member of the appointment panel) or, in their absence, another Governor from the LGB.
- 8.3 The appointment panel will make a recommendation to the Trustees.

### **b. Line management**

- 8.4 The day-to-day line management of the Headteacher will be carried out by the Chief Executive. The annual performance management and objective setting process will be carried out by the Chief Executive and the Chair and Vice Chair of the LGB.

## **9 Power of intervention by Trustees**

- 9.1 The LGBs will work closely with the Chief Executive and the Trustees to ensure the good governance of the academies in accordance with this Scheme of Delegation.
- 9.2 The Trustees will respect the rights and ability of each LGB to discharge their responsibilities under this Scheme of Delegation. However, the Trustees reserve the right to intervene in the work of an LGB where the Trustees have serious concerns regarding the running of an academy, including in the following circumstances:
- The academy has been graded as 'Requires Improvement' or 'Inadequate' by Ofsted.
  - The academy's academic results are below Government floor targets.
  - There is insufficient progress being made against educational targets.
  - There are concerns about financial matters.
  - There has been a breakdown in the way the academy is managed or governed.
  - The safety of pupils or staff is threatened.
- 9.3 The Board of Trustees may take any action which they consider necessary to improve the matters of serious concern. This may include (but is not limited to):
- reviewing or removing any power conferred on the LGB under this Scheme of Delegation;
  - directing the LGB in its exercise of powers under the Scheme of Delegation;
  - appointing additional members of the LGB (including where this would exceed the maximum of 12 Governors) and/or removing members of the LGB; and
  - removing the Chair and/or Vice Chair from their roles and directly appointing a new Chair and/or Vice Chair.

9.4 The Board of Trustees must communicate their serious concerns and the reasons for them in writing to the relevant LGB and state the actions they are proposing to take. The LGB will be invited to make comments on the serious concerns and proposed actions. The Board of Trustees must consider the comments of the LGB before making any final decision.

## **10 Financial functions of the Board of Trustees**

10.1 The Board of Trustees shall appoint a Lead Trustee for Resources who shall have lead non-executive responsibility for the resources and finance functions of the Trustees and liaise with the Trust officers on these matters between formal meetings and functions of the Trustees.

10.2 The Trustees shall appoint an Audit & Risk Committee comprised of up to five members, who shall advise on the adequacy of financial and other controls and risk management arrangements, to direct a programme of internal scrutiny and to consider the results and quality of external audit and report to the Board of Trustees.

10.3 The Chief Executive in their capacity as Accounting Officer may issue a formal direction to an LGB if they believe it is necessary to enable the Accounting Officer to discharge the Accounting Officer's responsibilities. Such directions are to be reported to the Board of Trustees at their next meeting.

10.4 Powers to limit the ability of an LGB to discharge its responsibilities in line with this Scheme of Delegation should be used sparingly and with care.

## **11 Review of the Scheme of Delegation**

11.1 The Scheme of Delegation will be formally reviewed by the Board of Trustees on an annual basis. To protect the roles of LGBs, if the Trustees are minded to make substantive changes to the Scheme of Delegation as part of the annual review, they shall communicate the proposed changes to each LGB and invite their comments. The Trustees must consider the comments of the LGBs before making any final decision.

## **Appendix A – Key functions of the Board of Trustees**

The Board of Trustees have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishment and running of academies. Almost all governance functions relating to individual academies are delegated to LGBs in accordance with the Scheme of Delegation.

The Trustees will carry out the following functions.

### Strategic direction

1. To have responsibility for the management and governance of the Trust.
2. To set the strategic direction of the Trust, including vision, ethos, philosophy and principles.
3. To agree the Trust policies.
4. To make decisions about the expansion of the Trust.

### Governance

1. To determine the level of delegation to each LGB.
2. To hold each LGB to account for the governance of an academy and to exercise intervention powers if required.
3. To develop and support governance across the Trust, including training.

### Resources

1. To have oversight of finance across the Trust.
2. To formally approve academy budgets, having considered the recommendation of the LGBs.
3. To appoint an Audit Committee to advise on the adequacy of financial and other controls and risk management arrangements, to direct a programme of internal scrutiny and to consider the results and quality of external audit.
4. To determine the Trust central levy.
5. To oversee the management of the central Trust budget.
6. To agree the capital works programme of the Trust, including prioritising bids for capital funding.
7. To identify and procure central services to be delivered on behalf of all academies.  
Educational standards
8. To oversee academy target setting and development plan (SIP role).
9. To monitoring and evaluate the performance of each academy.
10. To ensure school to school support and intervention.
11. To have oversight of safeguarding and statutory compliance.

### Staffing

1. To appoint and line manage the Chief Executive.
2. To appoint Headteachers following the recommendation of appointment panels.
3. To agree the pay policy.
4. To have oversight of teacher recruitment, training and development.



## **Appendix B – Matters delegated to each LGB**

As delegated under the Scheme of Delegation each academy's LGB shall carry out the following functions on behalf of the Board of Trustees.

### Key functions of each LGB

#### Governance

1. To champion the Sussex Learning Trust vision and values in the academy.
2. To hold the Headteacher to account for the performance of the academy.
3. To determine the educational vision and ethos of the academy, reflecting that of the Trust.
4. To ensure the academy has a medium to long term vision for its future and a robust strategy for achieving it.
5. To appoint from its number, the Chair, Vice Chair and Lead Governors.
6. To appoint a Clerk.
7. To review and amend the policies of the academy (in line with any prescribed Trust policy).
8. To ensure the academy receives and reacts to pupil, parental and feedback.
9. To implement the Trust complaints policy and hear complaints at the relevant stage.
10. To establish and maintain a relationship with the local community.

#### Finance and contracts

1. To approve the annual budget of the academy for submission to the Board of Trustees.
2. To monitor the in-year budget performance of the academy.
3. To ensure proper financial controls are in place in the academy.
4. To maintain a register of Governors' business interests.
5. To ensure provision of free school meals to those pupils meeting the criteria.
6. To enter into contracts up to the limits of delegation and within an agreed budget.
7. To support the Board of Trustees in its monitoring and evaluation of the delivery of central services provided by the Trust.

#### Curriculum and standards

1. To approve the curriculum proposed by the Headteacher, ensuring it is consistent with Trust policy.
2. To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of best practice.
3. To monitor performance data reported by the Headteacher relating to educational standards, attainment and progress.
4. To develop, monitor and approve the Academy Development Plan in tandem with the Self Evaluation Form.
5. To review and maintain the academy's SEN policy and monitor its implementation.
6. To monitor the impact of the Pupil Premium and other grants (such as Sports Premium) in the academy.

#### Safeguarding

1. To ensure the safety and wellbeing of the academy's pupils.
2. To review and maintain a safeguarding and child protection policy and monitor its implementation.
3. To ensure the completion of the single central record.

### Behaviour and attendance

1. To review and maintain a behaviour policy and monitor its implementation. ·
2. To convene a Discipline Panel to review the exclusion of a pupil by the Headteacher. ·
3. To review attendance and pupil absence data.

### Admissions

1. To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes (any admissions policies giving preferential rights to children at another Trust academy require the approval of the Board of Trustees).
2. To ensure effective arrangements are in place for pupil recruitment and contribute to the development of the academy prospectus.

### Staffing

1. To participate in the appointment of the Headteacher as set out in the Scheme of Delegation.
2. To take part in the performance management of the Headteacher as set out in the Scheme of Delegation.
3. To support the Headteacher in the development and review of an appropriate staffing structure for the academy.
4. To ensure that the Trust's policies on all HR matters are implemented in the Academy.

### Premises and Health & Safety

2. To review the risk register of the academy.
3. To adopt a health and safety policy for the academy (in line with Trust policy).
4. To review any health and safety issues and the security of premises and equipment.
5. To contribute to the development of the Trust's capital works programme.

## **Appendix C - The role of Regional Board Representative (RBR)**

A Regional Board Representative (RBR) shall establish a professional relationship and maintain regular contact with the Chair of each LGB that they are representing and:

1. agree in dialogue with the Chair of the LGB any matters that the LGB expressly wishes to be brought to the attention of the Board of Trustees and the LGB's position on such matters;
2. receive a copy of the agenda for and minutes of each LGB meeting, it being understood that the RBR may, but is not required to, attend LGB meetings as an observer;
3. ensure any matters raised by the Chair of the LGB or in the minutes of LGB meetings that may affect Trust-wide performance or reputation are raised at the next meeting of the Board of Trustees or, where urgent, notified directly to the Chair of the Board of Trustees between scheduled meetings;
4. subject to confidentiality, keep the Chair of the LGB informed of any agenda items of meetings of the Board of Trustees or matters arising that may significantly affect the LGB or the academy represented;
5. where the RBR has raised matters at meetings of the Board of Trustees as the LGB's RBR, report back on such matters to the Chair of the LGB after the meeting (where appropriate providing an extract from the minutes of the relevant meeting of the Board of Trustees);
6. if the RBR is unable to attend a scheduled meeting of the Board of Trustees, endeavour in advance of the meeting to notify the Chair of the Board of Trustees who will decide upon a substitute for that meeting or invite the Chair of the LGB or another Governor from the LGB to attend that meeting of the Board of Trustees as an observer that is invited to speak but not vote.

The RBR must make it explicit to the Chair of the LGB if any matter is a "confidential item" or has been addressed at a meeting as a "confidential item" and must emphasise that confidentiality must be respected.