



Rationale

A multi academy trust's board of trustees is accountable in law for all major decisions about their academies. However, this does not mean that the board is required to carry out all the trust's governance functions and many can and should be delegated to the CEO and the board's committees. It is vital that the decision to delegate a function is made by the full board of trustees and is recorded. Without such delegation, the individual or committee has no power to act. Which functions the board decides to delegate will depend upon the size of the MAT, both in terms of the number of schools and the number of pupils in the MAT, and the way in which its leadership is structured, as well as the geographical spread and the context of the schools.

The scheme of delegation (SoD) is the key document defining the lines of responsibility and accountability in a MAT. It should be a simple yet systematic way of ensuring that the members, trustees, board committees, cluster and/or academy committees, executive leadership 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 Scheme of Delegation is not set out in the Articles of Association, and therefore it is critical that the SoD explicitly establishes who makes which decisions and who carries out which functions, and ensures that this is clear to all those within the MAT, as well as to the governing bodies of schools who may be potentially looking to join. Once determined, the SoD must be published on the trust and its schools' websites.

A scheme of delegation must be fit for purpose which means it demonstrates clearly the lines of accountability. Where there is duplication or overlap, questions should be asked as workload issues may develop (e.g. the need to produce reports for and attending meetings of more than one layer of governance) and cracks can develop as assumptions are made about who is responsible for what with the result that decisions are either not made or different decisions are reached by different people or committees.

As the MAT matures and grows, the workings of the MAT, both in terms of governance and management are likely to change. The SoD must be reviewed annually, with changes made as the context changes, in recognition of the need to be responsive to changing circumstances and to adapt accordingly. It is important to ensure that all involved in governance are made aware of any changes and what these mean in practice.

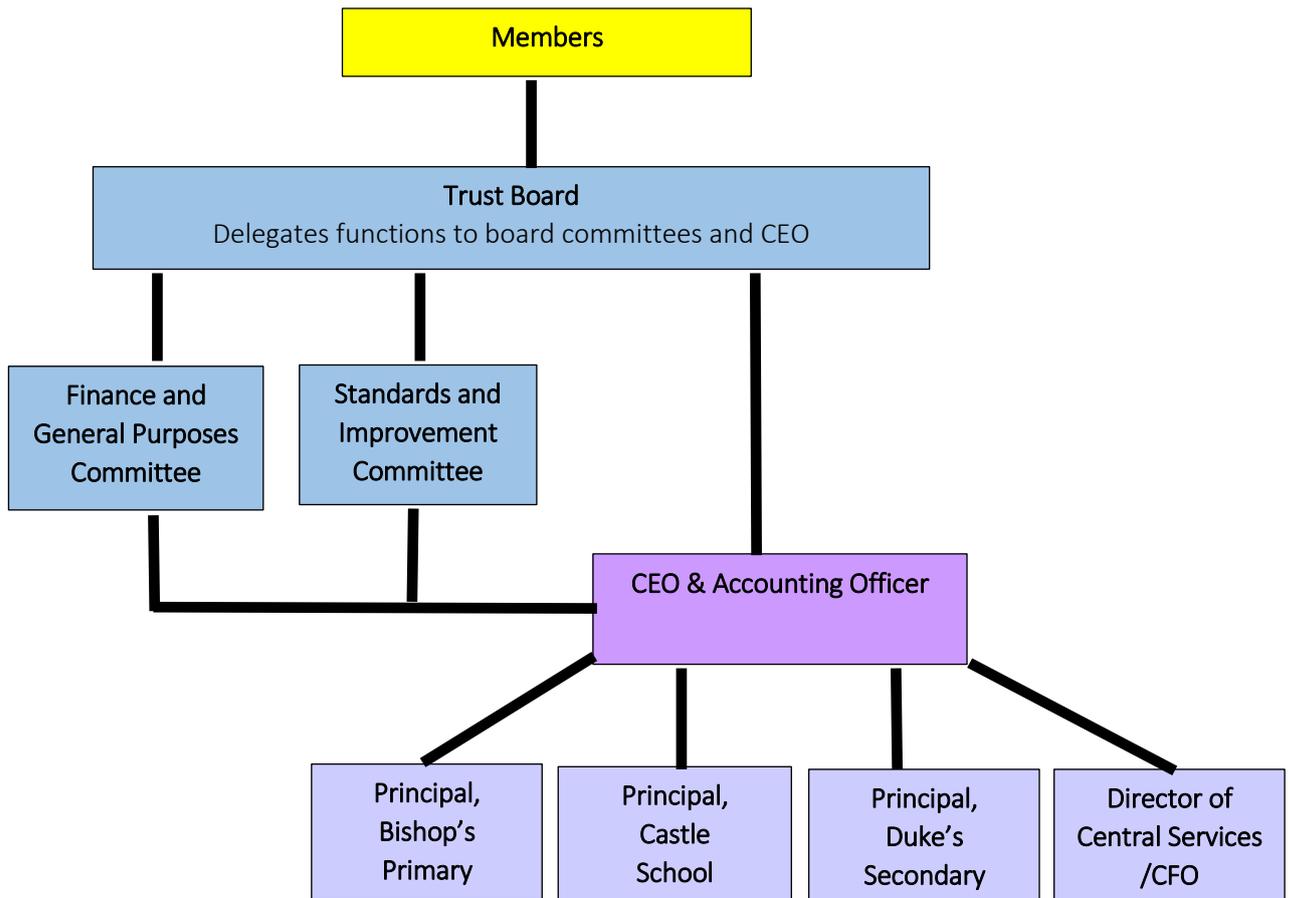
Characteristics of an effective Scheme of Delegation

An effective Scheme of Delegation will:

- Promote a culture of honesty and accountability
- Ensure the executive leadership is clear about which decisions the trust board remain in control of
- Identify responsibility for the appointment and performance management of the CEO and executive leaders

- Ensure that the role of the executive leadership is fully understood throughout the MAT
- Identify responsibility for policy and practice in each school
- Identify responsibility for oversight of educational performance in each school
- Identify responsibility for oversight of each school's budget
- Identify responsibility for assessment of risk in each school

Scheme of Delegation Governance Structure 2018-19



- The board of trustees is responsible for the three core governance functions. For board committees, at least three trustees must sit on each committee: these look in detail at resources and progress and attainment across the Trust.
- The board of trustees 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 schools within the Trust, and for its financial management.
- In turn, the CEO line manages the school principals and other senior executives, setting their targets and performance managing them.

Roles and responsibilities

The role of the Sponsors

The sponsor is the Newcastle Diocesan Education Board (NDEB) who maintains oversight of the Trust's performance through sitting as a corporate Member and appointing two of the other Members alongside the Bishop of Newcastle (as the most senior member of clergy in the Diocese) and the Chair of the Trust. Through the Members attending the AGM, the NDEB obtains an understanding of the skill set of the Trust board and the overall educational and financial performance of the Trust enabling it to tailor and adapt levels of support and guidance appropriately. This is also done through Member review of skills based Trustee nomination forms and receipt of an annual skills audit summary. In addition a representative of the Joint Education Team (working on behalf of the NDEB) attends the half termly standards committee and the Diocesan Director of Education (DDE) attends a termly meeting with the CEO of the Trust for an update on standards and financial performance. The DDE in turn reports to the NDEB as sponsor. This forum also enables the NDEB, through the DDE, to address any issues and if appropriate introduce suggestions for change. Finally, the NDEB, through its Members, has the right to request that the directors call an extraordinary general meeting of members in accordance with article 20 of the Company Articles.

The role of the Diocese

In addition to its role as sponsor the NDEB will continue to offer general support and guidance to the Trust through any partnering agreement and under the 1991 statutory Diocesan Board of Education measure including governance support and assistance in the promotion of RE and collective worship. The NDEB has a right to be consulted in respect of the Head Teacher appointment for any of the Church Schools in the Trust as soon as a vacancy arises and will be entitled to have a representative on any selection panel. The Trust will also seek the advice of the NDEB upon any proposed changes to the admissions policy for the Church schools in the Trust in accordance with the 1991 Measure. In the event of any proposal to expand a Church School within the Trust, the Trust will consult with and obtain the written consent of the NDEB where necessary.

The role of the members

The five members of the Trust are guardians of the governance of Northumberland Church of England Academy 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, which 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.

The role of the Trustees

Northumberland Church of England Trust 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. 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

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

The role of the 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 and responsibilities of board committees are set out in the committee's terms of reference. It is usual for the Trust Board to appoint committee chairs and committee members according to their skills.

The Academies Financial Handbook 2018 makes it clear that the Board of Trustees 'should have a finance committee to which the Board delegates financial scrutiny and oversight'. In Trusts with income above a certain level, there must also be a separate audit committee. Currently, Northumberland Church of England Academy Trust is not required to have a separate audit committee.

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 schools and so the CEO performance manages the school principals.

The CEO is the accounting officer so has overall responsibility for the operation of the 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 Trust. The CEO will delegate executive management functions to the executive management team and is accountable to the Trust board for the performance of the executive management team.

The role of the school principal

The school principal is responsible for the day to day leadership and management of the school and is led by the chief executive officer.

Scheme of Delegation 2018-19

Area	Decision	Members	Trust Board	Finance Committee	Standards Committee	CEO	CFO	Principals
	Key ✓ = Has responsibility for A = <i>Advisory role</i>							
People	Members: Appoint/Remove	✓						
	Trustees: Appoint/Remove	✓	✓					
	Role descriptions for members	✓						
	Role descriptions for Trustees/ chair/ committee: agree		✓			A		
	Parent Trustee: elected		✓					
	Board committee chairs: appoint and remove		✓	✓	✓	A		
	Clerk to board: appoint and remove		✓					
Systems and Structures	Oversee Charitable Objects	✓						
	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: agree annually		✓	A	A	A		
	Skills audit: complete and recruit to fill gaps		✓					
	Annual self-review of Trust board and committees		✓					
	Chair's performance: carry out 360 review periodically		✓					
	Trustee contribution: review annually		✓					
	Succession: plan for Trustees		✓					
	Succession: plan for executive leadership		✓			A	A	A
Reporting	Annual schedule of business for Trust board: agree		✓	✓	✓	A		
	Publication on Trust and schools' websites of all required details on governance arrangements: ensure		✓			A		A
Strategy	Annual report on performance of the Trust: submit to members and publish		✓			A		
	Determine Trust wide policies which reflect the Trust's ethos and values including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: approve		✓	✓	✓	A	A	A
	Determine school level policies which reflect the school's ethos and values to include e.g. admissions; SEND; safeguarding and child protection; curriculum; behaviour: approve		✓		✓	A		A
	Central spend / top slice: agree		✓	A		A	A	A
	Management of risk: establish register, review and monitor		✓	A	A	A	✓	A

Area	Decision	Members	Trust Board	Finance Committee	Standards Committee	CEO	CFO	Principals
Strategy	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
	Schools vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓			A		✓
	Chief executive officer: appoint and remove		✓					
	Academy principals: appoint and remove		✓			✓		
	Academy principals: appoint							A
	Trust CFO: appoint and remove			✓		✓		
	Trust CFO: appoint							A
	Budget plan to support delivery of Trust key priorities: agree		✓	A		A	A	
	Budget plan to support delivery of school key priorities: agree					✓	A	A
	Trust's staffing structure: agree		✓	A	A	A	A	
School staffing structure: agree					✓	A	A	
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓	✓	A	A	A
	Reporting arrangements for progress on key priorities: agree		✓	A	A	A	A	A
	Performance management of the Chief Executive Officer: undertake		✓					
	Performance management of academy principal : undertake				A	✓		
	Performance management of Trust CFO			✓		✓		
	Agree internal assurance procedures and appoint external provider as required			✓		A	A	
	Trustee monitoring: agree arrangements		✓			A		
Ensuring Financial probity	Appoint Chief Financial Officer for delivery of Trusts detailed accounting processes		✓	A		A		
	Trust's scheme of financial delegation: establish and review		✓	✓		A	A	
	School's scheme of financial delegation: establish and review			✓		A	A	
	Develop and propose the individual school budgets					✓	✓	A
	Appoint auditors	✓		A		A	A	
	External auditors' report: receive and respond		✓	A		A	✓	A
	Produce accurate monthly management accounts						✓	
	<i>CEO pay award: agree (not applicable currently)</i>		✓					
	Academy principal pay award: agree			A		✓		
	Trust CFO pay award: agree			✓		✓		
	Staff appraisal procedure and pay progression: review and agree		✓			✓		A
Benchmarking and Trust wide value for money: ensure robustness			✓		A			
Develop Trust wide procurement strategies and efficiency savings		✓	A		A	A		

	programme							
	Review and approve Trust wide procurement strategies and efficiency savings programme			✓				
	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	
	Annual report and accounts: receive from FGB and adopt	✓						