

# Windsor Learning Partnership: Scheme of Delegation



## Key points and summary

This document outlines:

- The requirements of the Articles of Association regarding delegation;
- The principles of decision making within the academy trust;
- The scheme of delegation within the academy trust; and
- The respective roles of the Directors, Chief Executive Officer, Headteachers, and Local Governing Bodies.

The Academy Trust uses the terms:

- Members to describe individuals who have the right to vote at General Meetings held in accordance with the Articles of Association;
- Directors to describe individuals who have the right to vote at Board meetings and who are registered as Directors at Companies House;
- Trustees to describe individuals / organisations (other than RBWM) who hold land on behalf of Church of England schools;
- Governors to describe individuals who have the right to vote at Local Governing Body meetings;
- Chief Executive Officer to describe the individual who leads the management of the Academy Trust and who is the Accounting Officer;
- Headteacher rather than Principal.

Approved by: Board of Directors

Approved on: July 2021

Operational from:

Next Review date: July 2022

Responsibility for review: Chief Executive Officer

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# 1. Vision of WLP

*Excellent Learning, Teaching and Leadership for All*

Our purpose and commitment is to provide an exceptional education for all young people in the local community.

Windsor Learning Partnership (WLP) believes in:

- Students being at the heart of everything we do.
- Enhancing the learning opportunities and aspirations of all our students.
- Driving up standards of teaching and levels of student achievement, through dynamic leadership, innovative teaching and inspired learning for all.
- Taking an open and collaborative approach to building a successful community of schools in the local area.

For students this means:

- Helping you achieve your aspirational targets through excellent teaching and a stimulating, safe and inclusive environment
- Providing you with an inspiring all-round educational experience that will give you better life chances, personal fulfilment, recognition and confidence.
- Guiding and supporting you on routes through to a successful career at all stages of life.
- Helping you develop the skills, interests and aptitudes to be a valued member of the wider community.

For the governing bodies of academies, Headteachers, teachers, support staff, and the wider community this means:

- Building a collaborative and coherent approach to inclusive education in the Windsor area from ages 2 to 18.
- Strengthening the transition between learning stages and school phases.
- Encouraging an approach of earned autonomy, enabling schools to share in the support and challenge of the collective Windsor Learning Partnership group combined with the freedom to develop their individual ethos suited to the needs of their school's community.
- Providing outstanding professional development, leadership and career opportunities tailored to local needs.
- Ensuring the effective use of public money and making efficiencies within and across schools.

## 2. Principles Underpinning the Scheme of Delegation

1. WLP believes that:

- a. Members of the Trust should appoint effective Directors and hold them to account for the performance of the Trust;
- b. The Board of Directors will focus upon:
  - i. Culture of the trust, including learning between schools;
  - ii. Strategy and priorities for the Trust;
  - iii. Policies and procedures that apply across the Trust;
  - iv. Financial and resource management;
  - v. Effectiveness of governance, leadership and performance at WLP schools;
  - vi. Compliance with legal or contractual requirements, including safeguarding, health and safety, equalities, and the approach to risk identification and management.

- c. A Local Governing Body will focus upon safeguarding, educational provision and performance, operational management, and community engagement at the school(s) that it is responsible for;
- d. Operational and managerial decisions should be delegated to the Chief Executive Officer and Headteachers; and
- e. The Chief Executive Officer and Headteachers should delegate operational decisions among their staff with a view to keeping decision making as close as possible to the operational impacts.

### **3. Scope and Applicability**

- 2. This policy applies to all Members, Directors, Governors, and staff.
- 3. This document is reviewed annually for approval at the Board meeting in July, with further revisions during an academic year if required.

### **4. The Articles of Association**

- 4. Appendix One details the relevant articles from the Articles of Association regarding delegations and committees.

### **5. Partnership with Oxford Diocese**

- 5. The partnership with Oxford Diocese is set out through the Articles of Association and the Memorandum of Understanding. Appendix Two outlines the key areas where the Diocese need to be involved in decision making, and Appendix Seven also includes the Diocese where appropriate.

### **6. Responsibilities Under the Policy**

#### **Members**

- 6. The Members are the guardians of the constitution and charitable object of the Academy Trust. The key roles of Members are to:
  - Ensure that the Members individually and collectively have the skills, expertise and involvement to fulfil their role – fulfilling the expectations set out in Appendix Six and taking the decisions required in Appendix Seven;
  - Appoint Directors who have the skills, knowledge and experience to enable the Board to fulfil its obligations effectively; and remove Directors where necessary
  - Hold the Chair of Directors to account for the performance of the Board, and expect the Chair to manage the other Directors effectively.
  - Approve any changes to the Articles of Association;
  - Ensure that the charitable objects of the Trust as set out in Articles of Association are met and that income and property of Trust are only used to promote these objects;
  - Take part in annual and general meetings; and
  - Establish clear and effective lines of communication with the Trustees in order to effectively undertake Members' responsibilities.

## Board of Directors

7. In accordance with Article 93, the Board of Directors is able to exercise all of the powers of the Academy Trust. It is responsible for the performance of the Trust.
8. The responsibilities for Directors under charity and company law are to:

<i>Charity Law</i>	<i>Company Law</i>
Director responsibilities are to: <ul style="list-style-type: none"><li>• ensure the charity is carrying out its purposes for the public benefit;</li><li>• comply with the charity’s governing document and the law;</li><li>• act in the charity’s best interests;</li><li>• manage the charity’s resources responsibly;</li><li>• act with reasonable care and skill; and</li><li>• ensure the charity is accountable</li></ul>	Director responsibilities are to: <ul style="list-style-type: none"><li>• act within their powers;</li><li>• promote the success of the company;</li><li>• exercise independent judgment;</li><li>• exercise reasonable care, skill and diligence;</li><li>• avoid conflicts of interest;</li><li>• not to accept benefits from third parties; and</li><li>• declare any interest in proposed transactions or arrangements.</li></ul>

## Committees and Sub-committees

9. The Board of Directors shall establish the following committees in accordance with the Articles of Association:
  - a. An Audit and Risk Committee;
  - b. A CEO Appraisal and Remuneration Committee;
  - c. A Chairs of Local Governing Bodies Committee; and
  - d. Local Governing Bodies (LGB) so that each school is overseen by a LGB.
10. The terms of reference for each committee is outlined in Appendix Three. Appendix Four outlines Panels that will be convened as required. Appendix Five outlines the annual meeting cycle and anticipated key agenda items.

## Chief Executive Officer

11. The Chief Executive Officer (CEO) is the Accounting Officer of the Trust.
12. The CEO shall provide leadership to and management of Headteachers and Senior Leadership Teams of schools within WLP. They shall meet regularly with individual Headteachers, and shall lead the collaborative ‘Trust Leadership’ structure.
13. The CEO will establish and lead appropriate meeting structures to secure improvements and ensure strong lines of accountability.
14. The CEO will lead the delivery of the WLP vision and shall ensure the communication of the vision and strategic priorities to staff and implementation of WLP policies.
15. The CEO is responsible for the internal organisation, management and control of the academy trust, for advising on and implementing WLP’s strategic framework, and for the implementation of all policies approved by the Directors.
16. The Chief Executive Officer will comply with any reasonable direction by the Board.

### **Headteachers and Staff**

17. Headteachers are responsible for the internal organisation, management and control of their school, for the implementation of policies approved by the Directors or the relevant LGB, for the curriculum within the school, and for the quality of teaching and learning within the school. For these purposes the Directors shall delegate those powers and functions required by the Headteachers.
18. The Headteachers will work with the CEO to recommend WLP strategy and policy to the Directors and to ensure that the academy trust fulfils its charitable objectives.
19. The Headteacher, in liaison with the CEO, will formulate aims and objectives and policies and targets for their school for the LGB and Directors to consider, and Headteachers will report to the LGB in accordance with the requirements of this Scheme of Delegation and any reasonable requirements of the LGB. The Headteacher will work closely with the senior management team to this end.
20. The Headteachers and staff are accountable to the Local Governing Body and the Directors for the academy's performance, and Governors and Trustees will be prepared to explain its decisions and actions to anyone who has a legitimate interest. This may include staff, pupils and parents as well as the Local Authority or the Secretary of State. Headteachers will report to the Chief Executive Officer, Governors and Directors on progress.
21. Headteachers will comply with any reasonable direction by the Board, Chief Executive Officer, or LGB (in that order of priority).
22. Headteachers will agree and monitor appropriate delegations of authority with other staff.

### **Chief Finance Officer**

23. In accordance with the requirements of the Academies Financial Handbook, the Trust shall appoint a Chief Finance Officer (CFO) to lead the Finance Department.

## **7. Performance and Risk based approach to delegation**

24. WLP believes that delegation of functions and levels of delegation should relate to the performance and risk associated with the delegation. High performing schools, with strong and stable leadership, should have the higher levels of delegation.
25. Accordingly, Appendix Seven includes 'standard' delegations and 'variable' delegations. Schools that are performing well and with normal levels of risk will receive the 'standard' delegation. If schools are not performing as well, or are considered higher risk, they may have reduced delegation in specified areas to reflect their current situation.
26. The Board may vary the level of financial delegation from the 'standard' delegation that is set out in Appendixes Seven and Eight.
27. The Board will determine the appropriate levels of delegation for each LGB or postholder.
28. The Board will make its decisions based upon any or all of the following:
  - a. External evaluations, which may be of educational performance (such as Ofsted), financial management (such as audit processes or the ESFA), or operational management (such as Health and Safety inspections).
  - b. Information available within the academy trust, such as student progress, financial monitoring, staffing information etc

- c. Changes in staffing at a school, in particular of its senior leadership – for example, the change from an experienced Headteacher to a first-time Head of School could increase the risk associated with that school for a period of time while the new Head of School becomes established.
  - d. The advice of the Chief Executive Officer.
29. An appendix may be attached which might detail the current areas of 'variable delegation' applying to each school. These will be reviewed as appropriate, and at least annually through the review of this Scheme of Delegation.

## Appendix One: Articles of Association

The following are the relevant clauses from the Articles of Association that outline what can, and cannot, be delegated.

- Article 93: “Subject to provisions of the Companies Act 2006, the Articles and to any directions of the Members given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.”
- Article 100: “Subject to these Articles, the Directors:
  - may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and
  - may establish any other committee.”
- Article 101: “Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.”
- Article 105: “The Directors may delegate any of their powers or functions (including the power to sub-delegate) to any Director, committee (including any Local Governing Body), the Chief Executive Officer (where one is appointed), the Principals or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Directors may impose, and may be revoked or altered.”
- Article 105A: “A Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Directors is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Directors is sub-delegated by any person to whom it has been delegated, that person must inform the Directors as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered by the Directors.”
- Article 106: “Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, the Chief Executive Officer, the Principals or any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.”
- Article 107: “The Directors, after consultation with the Diocesan Board of Education and having made use of any relevant powers under section 124A of the School Standards and Framework Act 1998, shall appoint the Chief Executive Officer and the Principals of the Academies. Subject to Article 105A the Directors may delegate such powers and functions as they consider are required by the Chief Executive Officer and Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).”

## Appendix Two: Partnership with Oxford Diocese

The following are areas where the Diocese should be involved in decision making, with references to the relevant clauses from the Articles of Association (in [ ] brackets) or the Memorandum of Understanding (( ) brackets).

### Members:

- ODBE appointed Member [12c] (3.2)
- Other Members [15A and 16] (3.2)

### Directors:

- ODBE appointed Directors [46a, 50A] (4.1)
- Member appointed Directors [46b, 50] (4.1)

### Governance at C of E schools:

- LGB composition / school(s) covered: [100, 101A, 101B] (6.1, 6.2, 6.3)
- Foundation Governor appointment / removal: [101B] (6.4, 6.5-6.7)

### Staffing:

- Involvement in CEO appointment (7.1)
- Involvement in Headteacher recruitment at C of E schools (7.2)
- Advice regarding compliance with the 'reserved teacher' requirement at C of E schools (7.3)
- Advice regarding 'genuine occupational requirement' for support staff (7.4)

### Policies:

- Consulted in good faith regarding any policies that would apply to all schools in WLP and that could influence the C of E ethos of any schools with a C of E designation – expected to include scheme of delegation, HR policies, Religious Education curriculum, and relationships and sex education curriculum (clause 8)

Where ODBE consent is required it is not to be unreasonably withheld or delayed – 15 business days (unless longer period agreed) without a response is deemed consent (clause 9).

## Appendix Three: Committee Terms of Reference

### General Notes

All committees have the following responsibilities. To:

1. receive reports from members of staff about matters relating to any of the issues listed in their terms of reference;
2. contribute to, monitor and evaluate relevant parts of the academy or Trust self-assessment and improvement / development plans;
3. contribute to, monitor and evaluate the policies allocated to them, reporting or making recommendations to the LGB or Board of Directors as appropriate;
4. consider recommendations from relevant external reviews for example audit, Ofsted or local authority review, to agree the actions needed to address any issues identified and to monitor and evaluate regularly the implementation of any plan agreed, reporting or making recommendations to the LGB or Board of Directors as appropriate;
5. consider the views of students when these have been sought;
6. consider the impact on equality, and act with regard to the equality duty at all times. This includes referencing the protected characteristics as appropriate and particularly when making recommendations and when reviewing/drafting policies;
7. take appropriate action on any other relevant matter.

### The General Equality Duty

In accordance with the Equality Act, whereby the Academy Trust is a public body, all committees must have due regard to the need to:

1. eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act
2. advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it
3. foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

The following are the protected characteristics within the Equality Act:

- Age (not pupils)
- Disability
- Ethnicity and race
- Gender
- Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity
- Religion and belief
- Sexual identity and orientation

### Nolan 7 principles of public life

1. Selflessness – holders of public office should act solely in terms of the public interest.
2. Integrity – holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. Objectivity – holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability – holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. Openness – holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
6. Honesty – holders of public office should be truthful.
7. Leadership – holders of public office should exhibit these principles in their own behaviours. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## **a) Board of Directors**

### **Purpose and reserved decisions**

The Board of Directors is accountable for the performance and compliance of WLP.

The Board of Directors shall ensure focus upon the core functions of governance as defined by the DfE:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

To discharge its accountability the Board will retain responsibility for the following reserved decisions, none of which will be delegated to any Committee or individual:

- Approval of the vision and strategy for WLP;
- Approval of the annual budget for WLP, including the budget for each school;
- Approval of the accounts for the previous financial year and Annual Report;
- Approval of acquisition or disposal of freehold or leasehold interests in land subject to regulations;
- Approval of any proposals for other schools to join WLP (whether these are existing schools or Free School applications), or for any school to leave WLP;
- Appointment of the Chief Executive Officer, Chief Finance Officer, and Clerk, and the appointment decision about Headteachers on the advice of the appropriate selection panel; and
- Approval of the policies reserved to the Board as set out in this Scheme of Delegation.

The Board will exercise reasonable skill and care in carrying out its duties.

### **Membership, Meetings and Quorum**

**Membership:** As set out in Articles 46 and 58 of the Articles of Association; there must be a minimum of three Directors.

**Quorum:** As set out in Articles 117 and 119 of the Articles of Association; generally the higher of 3 or one third of Directors (see Article 119 for exceptions).

**Meetings:** As set out in Appendix Five, noting that Article 109 of the Articles of Association requires at least three a year, with additional meetings as required.

**Eligibility:** As set out in the Articles of Association.

**Conflicts of Interest:** Managed as set out in the Articles of Association and WLP policy.

### **Director expertise and appointment process**

When the Members collectively or ODBE are appointing Director(s), they shall seek individuals who meet the Person Specification set out in Appendix Six, and they may specify particular skills or experiences that would enhance the capacity and expertise of the Board of Directors overall. All Directors shall be appointed for the skills and experience that they bring to WLP. The expectation is that the Directors collectively shall have experience and knowledge of many of the following:

- Leadership / governance of secondary education
- School educational standards and improvement
- Special educational needs and disabilities
- Financial management / oversight, accountant / auditor
- Procurement / commercial expertise

- Property management / capital project / construction
- Human resources
- Law
- Broader children's services (including safeguarding)
- Marketing / communications
- Programme / change management
- Non-executive / governance experience
- Local community expertise

Where there is a vacancy or a need to appoint Director(s) the position will be advertised across WLP schools and the local community. Any specific skills or experience sought will be based upon the skills and experience of the current Directors, the priorities of WLP, and succession planning considerations.

Applications (consisting of a CV and an explanation of how they meet the Person Specification plus any desired skills or experiences) will be reviewed by a selection panel that includes the Chair of Directors (who is also a Member) and two other Directors (not including the CEO). If necessary, shortlisting can precede interview (interviews being undertaken by the same panel that reviewed the applications). The interview process may include an informal discussion with the CEO and, if appropriate, other senior leaders. The selection panel would then make a recommendation to the Members about whether, and if so who, to appoint.

It is expected that Directors would not serve more than the equivalent of three full terms (12 years) other than in exceptional circumstances approved by either ODBE or the Members as relevant to their appointment.

### **Terms of Reference**

The Board will make strategic and key financial / operational decisions to enable WLP to perform as effectively and efficiently as possible. The Board will make decisions and receive monitoring / evaluation reports (with actions / decisions as necessary) regarding:

- The vision, strategy and culture of WLP;
- The governance, leadership and management of WLP;
- Policies and procedures that will operate across WLP;
- Financial and resource management;
- Effectiveness of governance, leadership and performance at WLP schools; and
- The compliance of the Trust with its legal and contractual obligations, including safeguarding, health and safety, equalities, and the approach to risk identification and management.

In accordance with Article 93, the Board has the authority to take any decision required (within the legal powers of the the trust) to improve the effectiveness or efficiency of the WLP.

### **Chair's Action**

In accordance with Article 102 of the Articles of Association it is recommended that in the event that the Chair, or Vice Chair if the Chair is unavailable, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, any school within the Trust, any pupil or their parent or a person who works at the Trust, then they may exercise any function of the Company which can be delegated to an individual or any function relating to the exclusion of pupils.

## **b) Audit and Risk Committee of the Board of Directors**

### **Purpose**

The role of the Audit and Risk Committee is to maintain an oversight of WLP's compliance with statutory or contractual requirements, and to monitor and review the adequacy of the governance, risk management, internal control and value for money frameworks. The role of the committee is also to ensure that the staffing, financial and infrastructure (buildings and ICT) resources of WLP are effective, efficient and support the objective of maximising student outcomes at every school.

### **Membership, Meetings & Quorum**

The membership will consist of at least three Directors, including the Chair of the Board and the Chief Executive Officer / Accounting Officer.

The Committee will be quorate if two members are present and 50% of members present are Directors.

The meeting schedule will be as set out in Appendix Five with additional meetings as required.

The clerk for the Board of Directors will clerk this committee.

### **Terms of Reference**

The duties of the Audit and Risk Committee are to:

- Advise the Board of Directors and Accounting Officer on the adequacy and effectiveness of WLP's governance, compliance, risk management, and internal control systems / frameworks;
- Advise the Members on the appointment, following procurement, or the dismissal of the external and regularity auditor;
- Approve the re-appointment of the external auditor following their initial appointment by the Members, subject to a requirement to re-tender the service at least every five years (or to recommend re-tendering at a shorter interval if that is appropriate);
- Approve and oversee the arrangements for internal audit / extended assurance, including the work programme;
- Receive reports from the external auditor, internal audit / extended assurance, from any other external contractors commissioned by WLP in the area of compliance, and reports or information from other bodies, for example the ESFA and NAO, and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Board or other committee for information and action;
- Monitor outstanding audit and inspection recommendations from whatever source and ensure any delays to implementation dates are reasonable;
- Review WLP's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately.
- Consider any additional services delivered by the external auditor or other assurance provider and ensure appropriate independence is maintained;
- Ensure oversight of the management of data security, data protection and ensure ICT systems have adequate protection against cyber threats;
- Oversight of the management of potential conflicts of interest across WLP;
- Management of the WLP risk register, ensuring that appropriate management controls are in place to reduce risks once identified;
- Ensuring that each school has, maintains and responds to its own risk register, and that there is appropriate escalation of key school risks to the WLP risk register;
- Meet with the external auditor, without management present, at least annually;
- Approve policies as required by the Scheme of Delegation.
- Approve the banking and treasury management arrangements for WLP, including bank mandates, credit / procurement cards and investments;

- Approve the budget framework for the development of the budget for the following financial year;
- Challenge the proposed WLP budget for the following financial year and, once satisfied, to recommend the budget to the Board of Directors for approval;
- Regularly receive, review, and challenge budget monitoring reports detailing the financial position of WLP and the schools within it, including actual income and expenditure, commitments, virements and current budget, forecast outturns, and any decisions taken by LGBs or staff under delegated authority;
- Make financial decisions regarding expenditure and virements in accordance with Appendices Seven and Eight;
- Maintain the stability of WLP's financial position by monitoring cashflow;
- Ensure insurance arrangements are in place for WLP;
- Oversee site development and capital expenditure plans and WLP's strategy for the management of assets; and
- Approve policies as required by the Scheme of Delegation.

### **c) Executive Appraisal and Remuneration Committee**

Three Directors meet annually with the CEO.

#### **Purpose**

The Committee is responsible for:

- to set and review objectives for the Chief Executive Officer and to determine the Chief Executive Officer's salary.
- Annually review the Executive Pay Policy making recommendations to the Board of Directors
- Review the effectiveness of each school's Pay Policy in accordance with WLP's Pay Policy.

#### **Membership, Meetings and Quorum**

Membership: 3 Directors, with no Directors who are employees being eligible for this Committee due to conflicts of interest.

Quorum: 3 Directors who are entitled to vote.

Meetings: As set out in the Executive Pay Policy.

#### **Terms of Reference**

The committee's principal duty is to determine the pay and undertake the pay review for CEO in accordance with WLP's Pay Policy. In order to carry out this duty, the committee will:

1. Make the following determinations, taking account of the recommendation of the Chief Executive Officer or Headteacher(s) and in accordance with the Pay Policy:
  - a. the pay progression and the annual review of the CEO;
  - b. decisions to progress up the pay scale;
  - c. any discretionary payments as set out in the Pay Policy;
2. a. Have regard to WLP Development Plan(s) and any budgetary information (including views of the WLP Audit and Risk Committee) when determining discretionary payments;
  - b. Be aware of any direction from ESFA regarding Executive pay.
3. Minute clearly the reasons for all decisions;
4. Report to the Board (or the Audit and Risk Committee as appropriate):
  - a. that a meeting has taken place and the general purpose and outcome of that meeting;
  - b. its decisions in relations to staff pay;
  - c. anonymised information to the LGB and Trust Audit and Risk Committee from the last three years, which shows the patterns of progression of teachers.

## **d) Local Governing Body**

Each school or combination of schools will have a Local Governing Body which will focus upon safeguarding, educational provision and performance, community engagement, and operational management and compliance at the school(s) that it oversees.

### **Purpose**

The purpose of the LGB is to:

- Develop a positive school culture and values which support great educational outcomes;
- Approve the curriculum and ensure that it has appropriate intent, implementation and impact;
- Monitor performance so that pupil progress and outcomes are maximised;
- Approve the School Development Plan and monitor its implementation to ensure that provision continues to improve;
- Monitor effectiveness of policy and procedures relating to safeguarding, SEND / vulnerable pupils / inclusion, Health and Safety and either amend procedure / practice to improve effectiveness and / or to make recommendations to the Board of Directors as appropriate;
- Establish procedures for receiving the views of the school community, and
- Monitor operational management of the school, including the establishment and timely review of local policies and procedures (reflecting Appendix Nine); and
- Make decisions in accordance with Appendices Seven and Eight.

### **Terms of Reference**

The Terms of Reference of a Local Governing Body is to fulfil its purpose as set out above.

In order to fulfil its purpose, a LGB will:

1. Identify and monitor any gaps in performance, be these subjects or identified groups of pupils, and ensure that the School Development Plan focuses upon closing these gaps;
2. Monitor provision for and performance of pupils with SEND or otherwise at risk of underperformance;
3. Monitor application of child protection and other policies relevant to safeguarding;
4. Monitor incidences of bullying, discrimination, etc and advise on appropriate strategies;
5. Monitor attendance, punctuality and exclusions;
6. Monitor application of the school's behaviour and discipline policies;
7. Ensure students are supported to make informed decisions for a healthy lifestyle – physically, emotionally and socially;
8. Consider data from within and beyond the school (ie local, national or similar schools benchmarking etc) to inform their decisions;
9. Ensure that Governors have the appropriate skills and knowledge to perform their role, including undertaking training as required; and
10. Where the LGB has responsibility for C of E school(s), ensure that those school(s) reflect the advice and directives from ODBE in relation to the religious ethos and religious education;

Within its powers (as set within the Articles, this Scheme of Delegation and the Reserved Decisions), the LGB may make any decision necessary to provide high quality education within the school(s) that it oversees.

The LGB shall function without standing committees (apart from the Headteacher Performance Review Committee and the Pay Committee).

The LGBs of Windsor Girls' School and The Windsor Boys' School will meet at least once a year together as a sub-committee for the singular reference to KS5 provision and standards

A LGB may set establish time limited Working Groups. At the time of its establishment, the LGB shall establish Terms of Reference for each Working Group, including membership and any delegated authority (if it is to have delegated authority, the majority of individuals on the Working Group and at any meeting making a decision must be Governors, there must be three Governors present at any meeting making decisions).

The LGB may make a recommendation to the Board (or an appropriate committee of the Board) about any topic.

### **Membership, Meetings & Quorum**

Membership: To reflect DfE policy, each LGB shall reduce as terms end / individuals leave from their current composition to a structure of not more than 9 individuals, which must include:

- a. Headteacher, ex-officio;
- b. One staff Governor;
- c. Two parent Governors;
- d. Five community Governors appointed by the LGB; and
- e. If the Board of Trustees had concerns about the performance of the school(s) overseen by the LGB it would be able to appoint additional Governors.

It will be permissible in any transition from any old version of LGB membership to this new version for a LGB to have up to 11 members.

The composition of the Clewer Green LGB shall be: Headteacher, 1 staff, 2 parents, and 5 nominated by the former foundation bodies with their appointment determined by the LGB, specifically: 2 appointed by ODBE; 1 appointed by the Harcourt Trust; 1 appointed by the Parochial Church Council of Clewer St Andrew or of All Saints Dedworth; and the Rector of the Clewer Benefice (or an individual appointed by the Archdeacon of Berkshire in the event that the Rector post is vacant, the Rector is unwilling to act as Governor, or the Archdeacon has requested the removal of the Rector from their role as Governor.)

The composition of the combined Dedworth Schools' LGB shall be: Headteacher, 1 staff from DGFS, 1 staff from DMS, 2 parents from DGFS, 2 parents from DMS, 2 community governors appointed by the LGB.

The Chief Executive Officer has a standing right of attendance to any LGB meeting, but is not a voting Governor. The LGB may invite other members of staff to attend in a non-voting capacity.

For every LGB there must always be at least two parent Governors who were, at the time of their appointment, parents of children at the school; if the LGB is unable to recruit parent Governors in two consecutive processes of seeking nominations, the Board shall be entitled to appoint individuals in the accordance with Articles 54A and 56.

When the LGB is appointing community Governors, or the Board is appointing Governors, it will seek to build a team that includes a range of relevant professional skills and experience (potentially including educational leadership / governance expertise, including SEND expertise; expertise in other public services delivering to our community (i.e. health, children's services); and other relevant professional qualifications or experience such as finance, law, property management, HR, marketing, business development. The LGB and Board will also be mindful of the need to ensure that individuals appointed have the relevant personal attributes as set out in Appendix Five.

The appointment process for Governors is as follows:

- Headteacher – ex-officio;

- Parents and staff Governors:
  - Seeking nominations from the relevant group of people;
  - If there are fewer nominations than vacancies, the nominee(s) are appointed. If there remains a vacancy due to a lack of nominees, the LGB may approach and, with their consent, appoint an eligible individual (note, for Parent Governors this would be in accordance with Articles 54A and 56);
  - If there are more nominations than vacancies, an election (via secret ballot) is held amongst the relevant group of people and the individual(s) with the highest number of votes is / are appointed.
- Community Governors: Appointed by ordinary decision of Governors based on the skills / experience and the personal attributes of the proposed individual(s) so that the overall effectiveness of the LGB is enhanced.
- Board appointed: Appointed by ordinary resolution of the Board based on the skills / experience that the Board considered is required by the LGB to ensure its effectiveness.
- Nominations by foundation bodies to C of E school LGBs: To be undertaken in accordance with the internal requirements of the other organisation.
- Determination of nominations by foundation bodies to C of E school LGBs: to be determined by ordinary decision of the Governors based on the skills / experience and the personal attributes of the proposed individual(s) so that the overall effectiveness of the LGB is enhanced.

Term of office:

- Headteacher / Head of School: Ex-officio
- All other Governors: 4 years
  - NOTE: If the LGB has recruited a Community Governor with a specific skill set to support a specific priority of the school (such as a property expert at a time of a major building project) they may appoint the individual for a shorter duration if that is appropriate.
  - NOTE: The Board may remove a 'Board appointed Governor' at any time (even during their term of office) if they believe that the person has not adequately fulfilled the role of Governor.

All Governors will be eligible for re-election or re-appointment. This includes a LGB deciding to appoint a former parent Governor as a community Governor.

All Governors must comply with the provisions within the Articles of Association for ineligibility as if they were Directors of the Trust.

Governors of the school must declare conflicts of interest in accordance with the Articles of Association as if they were Directors of the Trust and in accordance with WLP policy.

Meetings: Each LGB shall meet in accordance with the schedule set out in Appendix Five.

Meetings of the LGB will be quorate if 5 or one-half of Governors are present (whichever is the greater); this provision applies to every part of the meeting.

Each Governor shall have one vote and shall not be able to vote by proxy. All decisions require a majority of the persons present and entitled to vote. The Chair will have a second and casting vote if necessary. Resolutions can be passed in writing, signed by all eligible Governors, and this will be as effective as if the resolution had been passed at a meeting.

Chair and Vice-Chair: Elected by the LGB at the first meeting each school year. The Chair and Vice-Chair must not be employees of the Trust. The Chair and Vice-Chair of the combined Dedworth Schools must be parents from different Dedworth schools.

## **e) LGB Pay sub-committee**

### **Purpose**

The Committee is responsible for determining the pay and undertaking the pay review for staff in accordance with WLP's Pay Policy.

### **Membership, Meetings and Quorum**

Membership: 3 Governors, with no Governors who are employees being eligible for this Committee due to conflicts of interest.

Quorum: 3 Governors who are entitled to vote.

Meetings: As set out in Appendix Five with additional meetings as required.

### **Terms of Reference**

The committee's principal duty is to determine the pay and undertake the pay review for teachers (see Note below) in accordance with WLP's Pay Policy. In order to carry out this duty, the committee will:

1. Make the following determinations, taking account of the recommendation of the Chief Executive Officer or Headteacher(s) and in accordance with the Pay Policy:
  - a. the pay progression of each eligible teacher following their annual review, including those on the main pay scale, upper pay scale or the leadership pay scale;
  - b. applications to progress from the main pay scale to the upper pay scale;
  - c. all discretionary payments as set out in the Pay Policy;
2. Have regard to WLP / School Development Plan(s) and any budget information (including views of the WLP Finance and Resources Committee) when determining discretionary payments;
3. Minute clearly the reasons for all decisions;
4. Report to the Board (or the Finance and Resources Committee as appropriate):
  - a. that a meeting has taken place and the general purpose and outcome of that meeting without identifying specific individuals;
  - b. its decisions in relations to staff pay without identifying specific individuals so that the annual pay budget can be determined from time to time;
  - c. anonymised information to the LGB and Trust Finance and Resources Committee from the last three years, which shows the patterns of progression of teachers.
5. This committee may also be enabled by the LGB to hold the headteacher to account over appraisal and pay progression arrangements for non-teaching staff, although this will usually be at a different time of year.

## **f) Headteacher Performance Review and Remuneration Committee**

The CEO and two Governors meet annually with the Headteacher to set and review objectives for the Headteacher and to determine the Headteacher's salary. There will be a mid-year review with the CEO and at least one Governor on this committee.

For C of E schools, ODBE would be invited to be part of the Headteacher Performance Review and Remuneration Committee.

## **g) Chairs of Local Governing Bodies Committee**

### **Purpose**

The Committee is responsible for maintaining good communication, continuity of operation and strategic coherence across the governing bodies, and between the Board of Directors and the LGBs.

### **Membership, Meetings and Quorum**

Membership: The Chair of each Local Governing Body (or their deputy), the Chair of the Board of Directors and the Chief Executive Officer.

No quorum is necessary. It is consultative in nature, can make recommendations and evaluations but has no specific authority within this scheme of delegation over any specific LGB or the Board

Meetings: As set out in Appendix Five with additional meetings as and when required.

### **Terms of Reference**

The committee will focus on the following:

Consultation on strategic planning by the Board of Directors

The development of collaborative opportunities across the schools in the Trust

Development of effective governance and accountability, including training for governors.

Evaluation of the work of LGBs and the Trust, as appropriate.

Improvement of engagement of all the schools within the Trust, including all the appropriate stakeholders.

## Appendix Four: Panels

The following Panels may be convened as required and are expected to generally function at LGB level:

1. Complaints Panel – convened as required and subsequent report to the next LGB meeting, including any lessons learned for the school and / or recommendations for policies or procedures.
2. Employment Appeals Panels – convened as required for pay, grievance, dismissal, or dismissal appeal hearings and report to the next LGB / Board meeting as appropriate, including any lessons learned for the school and / or recommendations for policies or procedures.
3. Pupil Exclusions Panel – convened as required and report to the next LGB meeting, including any lessons learned for the school and / or recommendations for policies or procedures.
4. Admission panels – convened as required when a school fully administers its own admissions (for example a Church school with special admissions policies and criteria.)

In each situation, the Panel will include the appropriate number of Governors (as specified in the relevant policy or, if not specified, three Governors) who have not previously been involved with the incident and have no prior knowledge of the incident concerned. For complaint hearings, the panel shall include an individual who is independent from the management and running of any school within the Trust.

Each committee will have an appropriately qualified clerk.

The committee will follow procedures as set down in the relevant policy or as set out in law as appropriate.

If a second or appeal panel is required, this shall include three different Governors.

If a Headteacher or the Chief Executive Officer is the subject of the staffing issue or complaint, the roles above undertaken by Governors will instead be undertaken by Directors.

The following Panels may be convened as required and are expected to generally function at Board level and Governing Body level:

5. Headteacher / Deputy Headteacher appointment Panel – convened as required and report to the next LGB / Board meeting as appropriate, including any lessons learned for the school and/or recommendations for policies or procedures. The Headteacher's appointments panel should ideally have an equal balance of Board Directors and LGB Governors. The CEO is required to be part of the Headteacher's appointments panel.

The following Panels may be convened as required and are expected to generally function at Board level:

6. Chief Executive Officer appointment Panel – convened as required and report to the next Board meeting as appropriate, including any lessons learned for the Trust and / or recommendations for policies or procedures.

## Appendix Five: Annual schedule of meetings and core agenda items

The basic annual schedule of meetings is:

Autumn term	Spring term	Summer term
LGB 1 Chairs Meeting 1 Board of Directors 1 Joint KS5 LGB	Members 1 LGB 3 Chairs Meeting 2 Board of Directors 3	Chairs Meeting 3 Board of Directors 4 LGB 5 Joint KS5 LGB
Half-term		
BoD Pay 1 BoD Audit & Risk 1 LGB 2 Board of Directors 2	BoD Audit & Risk 2 LGB 4	BoD Audit & Risk 3 LGB 6 Board of Directors 5 Members 2

All meetings may have policy reviews in accordance with the requirements of Appendix Nine.

At the first meeting of the year, each committee will determine the dates and timings of its meetings (in accordance with this Appendix Five) for the academic year to maximise attendance and effectiveness.

The list of agenda items included below are the minimum requirement at each meeting. A committee may add extra items as they feel is appropriate in order for them to remain well informed and to enable them to fulfill their responsibilities.

Each Board meeting may be given access to copies of the minutes as necessary of any LGB or committee meetings that have taken place since the previous Board meeting.

All Directors and the Chairs of each LGB will be invited to all Member meetings.

Meeting	Agenda items
LGB 1  By end of September	<ul style="list-style-type: none"> <li>• Elect chair and vice chair and lead Governor roles</li> <li>• Review educational data / results for previous academic year</li> <li>• Review progress against previous School Development Plan</li> <li>• New cohort student profile</li> <li>• Review any contextual changes (DfE policy, Ofsted framework etc)</li> <li>• Update / review skills audit + governance CPD</li> <li>• Approve educational data targets for this academic year</li> <li>• Approve School Development Plan</li> <li>• Approve School Evaluation Form (SEF)</li> <li>• Plan agenda / key issues for the year</li> </ul>
BoD 1	<ul style="list-style-type: none"> <li>• Elect chair and vice chair (+ Chairs of committees and lead Director roles)</li> <li>• Review any contextual changes (DfE policy, Ofsted framework, AFH etc)</li> <li>• Summary of educational performance data for previous academic year</li> <li>• Update / review skills audit + governance CPD</li> <li>• Approve Trust Development Plan / priorities for the year</li> <li>• Plan agenda / key issues for the year</li> </ul>
Pay Committees, (LGB and then Board)	<ul style="list-style-type: none"> <li>• Determine salary / pay progression for relevant staff.</li> <li>• Headteacher's appraisal.</li> </ul>

	<ul style="list-style-type: none"> <li>• Executive appraisal.</li> </ul>
BoD A&R 1 Before BoD 2	<ul style="list-style-type: none"> <li>• Draft/provisional outturn for previous financial year</li> <li>• Annual Accounts and external audit programme</li> <li>• Auditor Report / Management Letter</li> <li>• Risk register and compliance report</li> </ul>
LGB 2	<ul style="list-style-type: none"> <li>• Headteacher's report #1</li> <li>• First half-term data set</li> <li>• SEN review / policy</li> <li>• Pupil premium review</li> <li>• Staff and student feedback</li> <li>• Policies</li> </ul>
BoD 2  Members 1 3rd week of January  LGB 3  BoD 3  BoD A&R 2 Before BoD 4  LGB 4	<ul style="list-style-type: none"> <li>• CEO report #1</li> <li>• Approve Annual Report and Accounts</li> <li>• Review of financial position</li> <li>• Review Trust Growth Strategy</li> <li>• Annual Report and Accounts</li> <li>• Any Member decisions required (Trustee appointments, Special Resolutions)</li> <li>• Updated SEF / SIP following validated data</li> <li>• Term 1 staff / pupil / stakeholder feedback</li> <li>• Specific items relating to the School Development Plan (according to School context)</li> <li>• Staffing for next year</li> <li>• Approve Admissions Policy for next year + 1 (by 28/2)</li> <li>• Summary of term 1 performance / issues</li> <li>• Stakeholder feedback</li> <li>• Review of financial position</li> <li>• Initial budget modelling for next year (including budget assumptions)</li> <li>• Risk register and compliance report</li> <li>• Headteacher report #2</li> <li>• Staff / pupil / stakeholder feedback</li> <li>• Data review of pupil outcomes for the end of the year.</li> <li>• Review of curriculum proposals for the following year.</li> </ul>
BoD 4	<ul style="list-style-type: none"> <li>• CEO report #2</li> <li>• Policies (inc potential SoD changes for next year)</li> <li>• Mid-year review of development planning/school improvement</li> </ul>
LGB5 (Finance)	<ul style="list-style-type: none"> <li>• Review of each school's proposed budget</li> <li>• Staffing requirements</li> <li>• Consideration of any significant projects</li> </ul>

<p>BoD A&amp;R 3</p> <p>Before BoD 5</p>	<ul style="list-style-type: none"> <li>• Review of Financial position</li> <li>• Review of budget for approval at BoD 5</li> <li>• Risk register and compliance report</li> <li>• H&amp;S review (including statutory inspections)</li> </ul>
<p>LGB 6</p> <p>Last week of June</p>	<ul style="list-style-type: none"> <li>• Headteacher's report #3</li> <li>• Review of the year.</li> <li>• Initial SDP priorities</li> <li>• Policies</li> </ul>
<p>BoD 5</p>	<ul style="list-style-type: none"> <li>• Approve 3-year budget</li> <li>• Projected current year financial outturn predictions</li> <li>• Review of the trust year (inc governance)</li> <li>• Governance and leadership priorities for next academic year</li> <li>• Review scheme of delegation.</li> </ul>
<p>Members 2</p> <p>After BoD 5</p>	<ul style="list-style-type: none"> <li>• Trust performance (educational, financial, operational), including following year budget / priorities</li> <li>• Review of Board and Trustee performance</li> <li>• Any Member decisions required (Trustee appointments, Special Resolutions)</li> </ul>

Trust level reports will focus upon significant exceptions as well as comparative performance within and beyond the trust.

## **Appendix Six: Expectations of Members, Directors, and Governors**

### **The Role of a Member**

The Members are the guardians of the constitution and charitable object of the Academy Trust.

The Members are guarantors of the Academy Trust (liable for up to £10 if the Trust becomes insolvent).

Their main role is to appoint (and, if necessary, remove) Directors, but they also have to approve certain decisions in accordance with company law, such as changes to the name of the Academy Trust and the Articles of Association.

### **Number of Members**

In accordance with DfE policy, the Academy Trust intends to have at least five Members, save for any periods between one Member leaving and a new Member joining. There must at any given time be at least three members. In accordance with the Articles (Article 12):

- ODBE shall be a Member;
- ODBE shall be entitled to appoint one Member (2 if the total number of Members exceeds 7); and
- The Chair of the Board of Directors shall be a Member.

Members do not have a set Term of Office (except the individual who is a Member by virtue of being the Chair of Directors who is only a Member as long as they hold that role). No employee of the Trust can be a member.

### **Appointment of Members**

When the Members collectively or ODBE are appointing Member(s), they shall seek individuals who meet the Person Specification set out below, and they may specify particular skills or experiences that would enhance the capacity and expertise of the Members overall.

Where there is a vacancy or a need to appoint Member(s) and there is no known suitable candidate (someone who has sufficient knowledge of the trust yet is independent from its Board of Directors and senior leadership team), the position will be advertised across the Trust's schools and the local community.

Applications (consisting of a CV and an explanation of how they meet the Person Specification plus any desired skills or experiences) will be reviewed by a selection panel that includes at least one Member and at least one Director. If necessary, shortlisting can precede interview (interviews being undertaken by the same panel that reviewed the applications).

### **Obligations of Members**

To use their skills, knowledge, and experience to:

1. Ensure that Members are actively involved in their decision making, including that General Meetings are quorate, and that Members who are inactive and so hinder the ability of Members to act are removed;
2. Appoint additional suitable individuals as Members in accordance with the Articles of Association to ensure that there are at least five Members. Where there is a vacancy amongst the Members, the Members shall consult with the Board of Directors about the skills /

- experience / knowledge that a new Member should have given the needs and priorities of the Academy Trust prior to making any appointment;
3. Remove Members in accordance with Article 16 of the Articles of Association, in accordance with other provisions of the Articles (such as Article 12 requiring there to be not less than three members, and Article 12A which prevents any employee being a Member) and in accordance with prevailing DfE policy;
  4. Appoint individuals as Directors in accordance with the Articles of Association who bring skills, knowledge and / or experience to the Board of Directors that will improve the ability of the Board to lead the Trust effectively. When there is a vacancy for a Member appointed Director, the Board will undertake a skills and experience audit, identify the skills / experience desired in a new Director in order for the Board to have appropriate skills to meet its obligations / responsibilities and to deliver the medium term strategy for the trust, and identify a suitable shortlist of candidates. The Members will then interview and appoint the individual that they consider to be most appropriate;
  5. Remove Member appointed Directors where they cease to be eligible to remain as Directors in accordance with the Articles of Association;
  6. Review performance of the Board of Directors, including Member appointed Directors, and challenge, and if necessary remove, Directors where those individuals have not, in accordance with the Articles or in the reasonable opinion of the Members, contributed sufficiently to the leadership of the trust;
  7. Consider requests from the Board for decisions reserved to Members (such as changing the name of the trust, changing the Articles of Association of the trust); and
  8. Challenge the strategy and performance of the Board.

### **Requirements of Members**

The five requirements of Members are to:

1. To understand and support the strategy of WLP and the broader educational context that it is operating within;
2. To understand the requirements of the Member role and appoint suitable individuals as Members, or remove Members if that is necessary;
3. To understand the requirements of the Director role and appoint suitable individuals as Member appointed Directors, or remove Member appointed Directors if that is necessary. Members' are expected to take account of the skills, knowledge and experience already on the Board when appointing Directors, and also to consider the skills that are most necessary in order to deliver WLP's strategy;
4. To attend Members Meetings, and ensure that they have read any associated reports in advance and so are able to contribute effectively; and
5. To be involved in other processes that require Member decisions, whether by Members Meetings or written resolution.

### **Likely Time Commitment for Members (or those representing corporate Members)**

In terms of the time commitment, it is likely to be:

1. Attendance at two scheduled Members Meetings a year;
2. Involvement in processes for appointing or removing Members or Directors, which may involve meeting potential Member/ Directors, attending a General Meeting or completion of written resolutions – this is likely to have a limited time requirement; and
3. Involvement in other processes that require Member resolutions – this is likely to have a limited time requirement.

### **Person Specification for Members (or those representing corporate Members)**

An effective Member will demonstrate:

1. A commitment to securing the best educational outcomes for all children;

2. A commitment to the vision, values, and objectives of the trust;
3. A commitment to the legal duties, responsibilities and liabilities of being a member and adhering to Nolan's seven principles of public life;
4. An ability to question effectively and to use information to inform effective decision making;
5. Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
6. Understanding of the role of a Member and experience of non executive governance;
7. An ability to appoint effective Directors, with appropriate skill sets, to ensure the success of the trust; and
8. The decisiveness to remove Directors where they are ineffective.

## The Role of a Director

The individuals on the Board of Directors are called Directors (while the individuals on a Local Governing Body are called Governors).

The Board of Directors is accountable for the performance of WLP. It is responsible for the leadership of WLP, and for establishing delegations to LGBs and to Headteachers for the day to day operational management of the schools within WLP.

To discharge its accountability the Board will retain responsibility for:

1. setting the vision and strategy for WLP;
2. ensuring the quality of educational provision within WLP;
3. challenging and monitoring the performance of each school within WLP;
4. managing WLP's resources effectively;
5. appointing the Chief Executive Officer, Headteachers, Chief Finance Officer and Clerk;
6. ensuring that WLP complies with charity and company law; and
7. ensuring that WLP and each school complies with the Funding Agreements and other statutory and contractual obligations.

The Board will ensure that it exercises reasonable skill and care in carrying out its duties.

The role of a Director is not to manage operations – that is the role of Chief Executive Officer and senior staff; the role of Directors is to set strategy and hold the Chief Executive Officer to account for delivery of that strategy and performance (including compliance).

The Board of Directors is a corporate body, which means:

- No Director can act on their own without proper authority from the Board of Directors;
- All Directors carry equal and collective responsibility for decisions made; and
- The overriding concern of all Directors is to the success of WLP overall.

## Obligations of Directors

It is important that Directors understand their responsibilities under company and charity law, as well as the role of being the legal Governing Body for all schools within the trust.

The latest version of the DfE 'Governance Handbook'

(<https://www.gov.uk/government/publications/governance-handbook>) identifies the three key roles of the Governing Body as being:

1. Ensuring clarity of vision, ethos and strategic direction;
2. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff; and
3. Overseeing the financial performance of the organisation and making sure its money is well spent.

The responsibilities for Directors under charity and company law are to:

Director responsibilities are to: <ul style="list-style-type: none"><li>• ensure the charity is carrying out its purposes for the public benefit;</li><li>• comply with the charity's governing document and the law;</li><li>• act in the charity's best interests;</li></ul>	Director responsibilities are to: <ul style="list-style-type: none"><li>• act within their powers;</li><li>• promote the success of the company;</li><li>• exercise independent judgment;</li><li>• exercise reasonable care, skill and diligence;</li><li>• avoid conflicts of interest;</li></ul>
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<ul style="list-style-type: none"> <li>• manage the charity’s resources responsibly;</li> <li>• act with reasonable care and skill; and</li> <li>• <u>ensure the charity is accountable</u></li> </ul>	<ul style="list-style-type: none"> <li>• not to accept benefits from third parties; and</li> <li>• declare any interest in proposed transactions or arrangements.</li> </ul>
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**Requirements of Directors**

There are four key requirements for each Director:

**Be compliant**

1. Ensure that you are, and remain, compliant with the requirements of the Articles of Association and DfE regarding eligibility to be a Director.
2. Ensure that you at all times comply with these expectations for Directors.
3. Ensure that you comply with policies of the Academy Trust that apply to Directors, including the Scheme of Delegation, the Financial Procedures, and the policy and practice regarding conflicts of interest.

**Be prepared**

1. Get to know the Trust through reading, discussion, and meeting the Chief Executive Officer and Chair of Board of Directors.
2. Understand the legal framework for the Trust and the operations of the Trust by reading material issued to you (Articles of Association, Funding Agreement, Scheme of Delegation, Ofsted inspection framework) and seek clarification where necessary.
3. Reading educational news articles in the press.
4. Commit to training and development opportunities organised by or through the Trust.

**Actively participate**

1. Attend meetings of the Board of Directors, and any committees or working groups that you are part of.
2. Read all papers for meetings in advance of the meetings and then ask questions that are either clarifications or that aid further understanding of the issues and so help discussion about the decisions required.
3. Contribute at meetings, ensuring that you speak, act, and vote in what you believe to be the best interests of the Trust.
4. Agree to undertake a ‘Lead Director’ role and fulfil it diligently.
5. Represent the Trust in partnership activity where required.

**Act appropriately**

1. Work as a member of a team and form effective relationships with other Directors and senior staff.
2. Respect confidentiality of information and opinions and the need for the Board to have in-depth and private discussions.
3. Act within the framework of the policies of the Trust and its legal obligations.
4. Respect all Board decisions and support them in public.

**The role of the Chair of Directors**

The Chair of Directors has a key strategic role. In addition to the obligations and requirements upon all Directors that are outlined above, the Chair of Directors will:

1. Meet with the Chief Executive Officer at least monthly to understand current performance, issues and opportunities;
2. Be available for the Chief Executive Officer as required in the event of urgent situations, and – where necessary – authorise Chairs’ Action;
3. Liaise with the Chief Executive Officer and Clerk to set the agenda for Board meetings and to ensure that decisions taken at meetings are implemented and that actions are undertaken \*;

4. Support the Chief Executive Officer in engagement with major partners, such as the Local Authority, including attendance at and contribution to events organised for Chair of Governors / Directors \*;
5. Support the Chief Executive Officer in engaging with schools that may join the Trust \*;
6. With the Chief Executive Officer, lead engagement with the Members, including regarding any vacancies on the Board to ensure that Members' understand the necessary skills / knowledge / experience that the Board requires;
7. Meet with each new Director as part of their induction and ensure that they are able to quickly add value to the Board;
8. Agree annual priority areas for focus for each of the Directors, and have an individual annual meeting with each Director to review their contribution and agree areas for focus and development during the following year;
9. Engage with the Chairs and Vice Chairs of each LGB with appropriate regularity to ensure effective engagement, understanding, support and challenge within the Trust \*.

Items marked with an asterisk (\*) may be undertaken by or with the Vice Chair by agreement. All items may be undertaken by the Vice Chair in the absence of the Chair.

### **Specific Director roles**

There are a number of roles that require individual Trustee's to undertake:

1. Chair of the Board – to lead the Board of Directors, to support and challenge the Chief Executive Officer, to be responsible for relationships with major partners.
2. Chair of Audit and Risk – to lead the Committee in ensuring effective and efficient management of WLP's staff, money, premises, contracts, and equipment, including setting strategy in these areas, making decisions as required by the Scheme of Delegation, ensuring that adequate inspection and audit regimes are in place to ensure the trust meets its statutory and contractual obligations; to consider the key risks facing the trust.
3. Child protection and safeguarding – to review child protection issues / cases, to ensure that statutory and WLP policies are being followed, contribute to reviews of WLP policies to ensure that they remain effective, to understand WLP's relationship with external agencies, and to coordinate an annual review and training session with the safeguarding governors from each LGB.

### **Likely Time Commitment for Directors**

In terms of the time commitment, for those Directors other than those with specific roles it is likely to be:

- Attendance at approximately six to eight Board or Committee meetings as well as two meetings a year with the Members;
- Attendance at any additional ad-hoc Director meetings required during the year;
- Attendance at any agreed training sessions;
- Attendance at any necessary Director Panels – these are set up as required and are not expected to be required often; and
- The Chief Executive Officer may request attendance from Directors at events for staff or students and Directors at one school or combined between several schools within the Trust and Directors are encouraged to attend if possible.

### **Person Specification for Directors**

An effective Director will demonstrate:

- A commitment to securing the best educational outcomes for all children;
- A commitment to the vision, values, and objectives of the trust and all the schools within it;

- Understanding of the role of a Director and experience of non executive governance;
- A commitment to the legal duties, responsibilities and liabilities of being a Director and adhering to Nolan's seven principles of public life;
- Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
- An ability to evaluate and make use of a wide range of information and data, to question effectively in a manner that encourages reflection and helps move discussion forward
- Impartial and evidence based decision making;
- The capacity to develop specific knowledge and understanding of the trust and its community;
- A sense of fairness;
- A commitment to equalities;
- Tact and diplomacy;
- An ability to work as a member of a team;
- An ability to respect confidentiality; and
- A commitment to participate in training and self-evaluation.

## The Role of a Governor

The individuals on a Local Governing Body are called Governors (while the individuals on the Board of Directors are called Directors).

The Local Governing Body is collectively accountable to the Directors for effective oversight of its school(s), and is accountable for decisions that it makes under delegated authority from the Directors.

The purpose of the LGB is to:

- Support and challenge the school's Senior Leadership Team.
- Approve the curriculum and ensure that it has appropriate intent, implementation and impact;
- Monitor performance so that pupil progress and outcomes are maximised;
- Approve the School Development Plan and monitor its implementation to ensure that provision continues to improve;
- Monitor effectiveness of policy and procedures relating to safeguarding, SEND / vulnerable pupils / inclusion, Health and Safety and either amend procedure / practice to improve effectiveness and / or to make recommendations to the Board of Directors as appropriate;
- Establish procedures for receiving the views of the school community, and
- Monitor operational management of the school, including the establishment and timely review of local policies and procedures (reflecting Appendix Nine); and
- Make decisions in accordance with Appendices Seven and Eight.

The role of a Governor is not to:

- Manage operations – that is the role of the Headteacher and senior staff; the role of Governors is to set strategy and hold the Headteacher to account for delivery of that strategy and performance; or
- Assess the quality of teaching, or the quality of individual staff – that is the role of the Headteacher through teaching and learning and performance management processes; the role of Governors is to ensure that students are making appropriate progress and that educational and HR policies are appropriate and being implemented.

## Requirements of Governors

There are four key requirements for each Governor:

### Be compliant

1. Ensure that you are, and remain, compliant with the requirements of the Articles of Association and DfE regarding eligibility to be a Director as if you were a Director.
2. Ensure that you at all times comply with these expectations for Governors.
3. Ensure that you comply with policies of the Academy Trust that apply to Governors, including the Scheme of Delegation, the Financial Procedures, and the policy and practice regarding conflicts of interest.

### Be prepared

1. Get to know the school through reading, discussion, and meeting the Headteacher and Chair of Governors.
2. Understand the legal framework for the school and the operations of the Trust by reading material issued to you (Articles of Association, Funding Agreement, Scheme of Delegation, Ofsted inspection framework) and seek clarification where necessary.
3. Reading educational news articles in the press.

4. Commit to training and development opportunities organised by or through the Trust.

### **Actively participate**

1. Attend meetings of the Local Governing Body, and any working groups that you are part of.
2. Read all papers for meetings in advance of the meetings and then ask questions that are either clarifications or that aid further understanding of the issues and so help discussion about the decisions required.
3. Contribute at meetings, ensuring that you speak, act, and vote in what you believe to be the best interests of the school (while some Governors are elected by a particular part of our community, the responsibility of all Governors is to the school as a whole).
4. Agree to undertake a 'Lead Governor' role and fulfil it diligently.
5. Represent the Trust in partnership activity where required.

### **Act appropriately**

1. Work as a member of a team and form effective relationships with other Governors and senior staff.
2. Respect confidentiality of information and opinions and the need for the LGB to have in-depth and private discussions.
3. Act within the framework of the policies of the Directors, Local Governing Body and legal requirements.
4. Respect all Local Governing Body decisions and support them in public.

### **The role of the Chair of Governors**

The Chair of Governors has a key role within the LGB. In addition to the obligations and requirements upon all Governors that are outlined above, the Chair of Governors will:

1. Meet at least monthly with, and be available at other times for, the Headteacher to understand current performance, issues and opportunities as well as in the event of urgent situations;
2. Liaise with the Headteacher and Clerk to set the agenda for LGB meetings and to ensure that decisions taken at meetings are implemented and that actions are undertaken \*;
3. With the Headteacher, lead engagement with the Trustees, including regarding any Board appointed vacancies on the LGB to ensure that Trustees' understand the necessary skills / knowledge / experience that the LGB requires; and
4. Meet with each new Governor as part of their induction and ensure that they are able to quickly add value to the LGB.

### **Lead Governor roles**

There are a number of roles that require individual Governors to undertake, which are detailed below. These roles involve developing a greater understanding of a particular aspect of school life. The Governor will be expected to meet relevant staff and ask questions and seek evidence to ensure that policies and procedures are being followed and that performance is as reported to the LGB / Board and is acceptable.

The anticipated Lead Governor roles would be:

- Chair of the LGB – to manage the LGB and Governors, to support and challenge the Headteacher, to represent the school to parents and staff, and to liaise with the Board of Directors; to ensure governors are trained and follow best practice.
- Safeguarding – to ensure that statutory and WLP policies are being followed, to review recent issues / cases to identify lessons learned, and to contribute to reviews of policies and procedures to ensure that they remain effective (including identification of best practice); (Note – the safeguarding governor should not be a WLP employee)
- Finance – to understand and challenge the school budget and Management Accounts, and to have oversight of significant procurement processes and contracts.

- Health and Safety and Compliance – to have oversight of the policy and practice of ensuring compliance and managing risk, including educational visits, health and safety, and premises inspections.
- Inclusion - to ensure that legal frameworks, DfE guidance and WLP policies are being followed, to review impact of school strategies, and to contribute to reviews of policies and procedures to ensure that they remain effective including identification of best practice.

### **Likely Time Commitment for Governors**

In terms of the time commitment, for those Governors besides those with specific roles, it is likely to be:

- 6 full LGB meetings a year, which will probably be in the evening;
- Attendance at any agreed training sessions;
- Attendance at any necessary Governor Panels (such as for staff or student matters) – these are set up as required and are not expected to be required often; and
- The Headteacher may request attendance from Governors at events for staff or students and Governors are encouraged to attend if possible.

### **Person Specification for Governors**

An effective Governor will demonstrate:

- A commitment to securing the best educational outcomes for all children;
- A commitment to the vision, values, and objectives of WLP and the school(s) overseen by the LGB;
- Understanding of the role of a Governor and experience of non executive governance;
- A commitment to the legal duties, responsibilities and liabilities of being a member and adhering to Nolan's seven principles of public life;
- Effective communication and interpersonal skills, both in person and via electronic communication (including email and video / audio conferencing);
- An ability to evaluate and make use of a wide range of information and data, to question effectively in a manner that encourages reflection and helps move discussion forward
- Impartial and evidence based decision making;
- The capacity to develop specific knowledge and understanding of the school and its community;
- A sense of fairness;
- A commitment to equalities;
- Tact and diplomacy;
- An ability to work as a member of a team;
- An ability to respect confidentiality; and
- A commitment to participate in training and self-evaluation.

## Appendix Seven: Decision and Responsibility Matrix

This Appendix sets out significant decisions and responsibilities. For each thematic section, text introduces the philosophy and ethos of the trust, which sets the context for the subsequent decisions / accountabilities.

The key to the table is:

**BoD** – Board of Directors or a committee with delegated powers

**LGB** – Local Governing Body (or a sub-committee established by it) with delegated powers

**CEO** – Chief Executive Officer

**AO** – Accounting Officer

**HT** – Headteacher of a school within the Trust

**CFO** – Chief Finance Officer

**COO** – Chief Operating Officer

**FM** – Finance Manager at a school(s) or equivalent.

A = Accountable via delegated powers from Board of Directors

R = Responsible for undertaking the activity and reporting to the Accountable individual / Committee

I = Involved in the activity through the responsible person / body

Note: Actions taken by a properly constituted committee, or delegated to an individual director or to CEO / Headteacher, are taken on behalf of the Board of Directors.

## Governance

The Board is accountable for all decisions of the Trust, and the performance of all schools within the Trust. The CEO is accountable to the Board for performance of the Trust and effective use of public funds. Each LGB and Headteacher is responsible for the performance of their school(s).

The Board of Directors approves the Scheme of Delegation for the Trust, which is reviewed at least annually. The Scheme of Delegation allows for the Directors to vary the delegation to each LGB or office holder in response to the performance of and risk associated with that school.

Each committee elects its own chair and determines its detailed working arrangements within the framework set by the Scheme of Delegation.

	Standard delegation						Potential variation
	BoT	LGB	CEO / AO	HT	CFO	Other	
Appointing / removing Members						A/R - Members and ODBE	See Articles 12 - 16
Appointing / removing Member appointed Directors	Lead process					A/R - Members	See Article 66 and MoU clause 4.1.8
Appointing / removing ODBE appointed Directors	Lead process					A/R - ODBE	See Article 66 and MoU clause 4.1.7
Approving the Articles of Association	I					A/R - Members and ODBE	(Sec of State for governance clause changes)
Approving a variation to the Funding Agreement	A / R						
Approving a change of name of the Trust	I					A/R - Members	
Appointing / removing the Chair and Vice-Chair of Board of Directors	A / R						
Appointing / dismissing the clerk to the Board	A / R						
Appointing / dismissing the clerk to a Committee						A/R - Each committee	
Appointing the Chair of a committee	A / R except LGB						
Appointing the Chair of a Local Governing Body		A / R own LGB					Board appoint Chair of LGB Board remove Chair of LGB
Appointing / removing co-opted Directors	A / R					Members remove (Article 66)	
Changing the composition of a LGB	A	R				ODBE involved if C of E school(s)	See MoU clause 6.3

Establishing a LGB to oversee more than one school	A	R				ODBE involved if C of E school(s)	See MoU clause 6.2
Appointing / removing Board appointed Governors	A / R	I					
Appointing / removing foundation body nominated Governors		A / R				R - ODBE	(C of E schools only). See MoU clause 6.6 and 6.7 re removal
Appointing and removing Community Governors		A / R					Board removes this ability
Management of Risk Register	A	R	R			A&R (Trust)	
Establishing additional committees (including Terms of Reference)	A / R						
Establishing additional Working Groups etc (including Terms of Reference)	A / R Trust	A / R School					Board remove LGB ability to create Working Groups.
Approving the Scheme of Delegation (including the committee structures, delegations, and "policy grid")	A		R				
Approving the Annual Report and Accounts	A		R			Members receive	
Determine whether other school(s) should join, or whether any school(s) should leave, the Trust	A		R			ODBE involvement re C of E schools	
Approving the policy and procedure for identifying and managing potential conflicts of interest	A	R	R			A&R oversight	
Serving 'Termination Notice' to ODBE in accordance with MoU	A		R				
Calling a General Meeting of Members						Any Member or Board of Directors	See Article 20 and MoU 3.2.6

## Educational provision and pupil matters

It is expected that the LGB and Headteacher of a school will determine the educational provision and pupil matters, with accountability to the CEO and Board for progress and performance of pupils.

	Standard delegation						Potential variation
	BoT	LGB	CEO / AO	HT	CFO	Other	
Ensuring compliance with safeguarding requirements	A	Monitor	R	R			
Ensuring compliance with regulations and Funding Agreement regarding educational provision	A	Monitor	R	R			
Ensuring compliance with C of E principles, practices and tenets	A	R*		R*		*C of E schools only	
Propose and determine changes to the school age- range, or the addition / removal or nursery or SEN provision	A	Recommend to Board	I	R			Involvement of ESFA or RSC may be needed
Approving the school day and year, including any changes		A	I	R			Board make these decisions
Approving and monitoring the curriculum		A		R		ODBE for RE at C of E schools	
Excluding a pupil (fixed term)				A / R			CEO decision or require CEO involvement
Excluding a pupil (permanently)		A/I	Notified	A / R			
Consulting on and determining an admissions policy for the school	A	I	R				ODBE involvement for CoE schools
Determining who will be offered a place in accordance with the admissions policy for the main entry year (ie nursery, YR, Y3, Y7, or Y12)	A	I	A	R			
Approving in-year admissions in accordance with the admissions policy				A / R			
Objecting to a SEN Statement / EHCP naming the school				A / R			CEO decision or require CEO involvement
Approving any actions required following any external assessments of school performance	A	I and Monitor		R		ODBE if C of E ethos / practice	
Approving the attendance, progress and attainment targets for the school		A	I	R			Board determines if concerns about school performance

## Financial Management

The Board is accountable for the financial performance of WLP, including receipt of all income due to WLP and for the effective and efficient expenditure of public funds. The Accounting Officer is accountable to the Board and DfE for expenditure of public money, and the Chief Finance Officer leads the finance function to ensure that the financial policies and procedures approved by the Board are implemented consistently. The Board will approve assurance work to verify that these controls operate appropriately.

The CEO and CFO will work with Headteachers to develop sustainable budget proposals. LGBs will review and challenge the draft budget. In accordance with ESFA requirements, the Board will approve the budgets at their July meeting. The CFO, Headteachers and CEO will monitor budgets monthly (taking necessary actions within delegated authority or seeking authorisation for any larger actions required), reporting to the Audit & Risk Committee. The focus in-year will be upon cashflow, potential year end variances, and actions required to ensure that expenditure is within approved levels.

The Accounting Officer is accountable to the Board for compliance of the Trust with the Funding Agreements and the Academies Financial Handbook; the CFO is responsible for ensuring this compliance.

	Standard Delegation						Potential variation
	BoT	LGB	CEO / AO	HT	CFO	Other	
Maintaining a register of pecuniary and business interests of staff, Governors, Directors and Members			A		I	Clerk for BoT / LGB / Members	
Approving financial procedures (including treasury and accounting policies) in accordance with Appendix Nine	A		R		I		
Adhering to accounting policies and guidelines issued by the ESFA	A		R	R	R		
Designation of Accounting Officer and CFO	A / R						
Maintaining accurate, reconciled and up-to-date records that provide financial and statistical information			A	R	R		
Availability of records and documents for inspection by external auditor			A		R	FM in each school	
Approving appointment of external auditors – after procurement	A&R recommend					A - Members	
Approving appointment of external auditors – reappointment for subsequent year	A / R – A&R						

Approving programme of extended assurance	A (A&R)		R				
Approving actions following external audit recommendations / findings	A (A&R)	R			R		
Approving banking arrangements including bank mandates and credit cards	A (A&R)				R		
Oversight and maintenance of all cash	A (A&R)				R		
Approving the approach to cross-charging / central service charge	A				R		
Approving the budget each financial year in accordance with DfE timeframes (including use of any historic accumulated reserves)	A	I	R		R		
Monitoring actual year-to-date income and expenditure against budget, including variants, at least monthly for CEO, HT, CFO,BoT,LGB)	A (BoD and A&R)		R		R		
Approving the submission of applications for revenue or capital grants			A		R	COO - R	
Approving lettings policy and fees		A		R		COO - R	
Approving applications for business / procurement cards			A		R		
Submitting HMRC returns as required			A		R		
Authorising expenditure for approved budgets, where financial procedures (such as procurement) have been followed						As set in Appendix Eight	Alter level of financial authority of Headteacher and / or LGB
Approving procurement waivers						As set in Appendix Eight	Alter level of financial authority of Headteacher and / or LGB
Approving the use of a projected in year underspend (vs approved budget)	A if Trust	A if school	R				Board to retain decisions
Approving expenses			A			HT for staff, Chair of LGB for HT Chair of BoT for CEO	Alter level of financial authority of Headteacher and / or LGB
Approving acquisition, disposal / granting of any freehold, leasehold, or license of land	A	I	R				ESFA approval (or other Trust approval)
Approving any disposal of non-land assets			A		R	As set out in financial procedures COO - R	Alter level of financial authority of Headteacher and / or LGB

Approving any writing off of debts			A			As set out in financial procedures	Alter level of financial authority of Headteacher and / or LGB
Investigating potential financial irregularities (not involving a Headteacher, or CFO or CEO)	A		R	R			
Investigating financial irregularities (involving a Headteacher, or CFO or CEO)	A / R						
Complying with VAT and Corporation Tax regulations			A		R		
Reviewing Insurance cover in response to risk assessment and analysis			A		R		

## **HR / Staffing**

For the Chief Executive Officer and Headteachers, the Articles require that Directors make those appointments, but for Headteacher appointments it is expected that the selection panel would be Chaired by the CEO and involve Governors and Directors (and ODBE for C of E schools), and that this selection panel would make a recommendation to the Directors about whether to appoint and, if so, who. Similarly, Headteacher performance management would be led by the CEO and involving Governors from the respective LGB (and Directors if so determined by CEO). CEO performance management would be undertaken by Directors, seeking input from Headteachers.

For Leadership and TLR posts, it is expected that any posts that become vacant would be discussed by the Trust Executive Team to consider the needs of the school and WLP overall. It would be the CEO's decision about whether to recruit for the same or a different post, and to instigate any consequent changes to budgets. Headteachers would make recruitment decisions for other staff within their schools, with an expectation that they would – through Trust Executive Team – collaborate with other schools to ensure a staffing structure that is as effective, efficient, and resilient as possible; this may include establishing new joint posts across two or more schools.

For other HR decisions, the principle is that decisions should generally be made by Headteachers where they affect that school only, and by the CEO where they affect WLP overall, with Governors and Directors involved for decisions regarding leadership posts or staff in those posts.

	Standard delegation						Potential variation
	BoT	LGB	CEO / AO	HT	CFO	Other	
Approving terms and conditions, including any move away from RBWM / national T&C	A		R				
Approving cost of living increase (if adopting national award with no policy decisions required)			A / R				
Approving cost of living award (if any policy decisions are required)	A		R				
Approving the leadership group pay ranges / TLR values for a school	A		R				
Approving the staffing establishment for a school (within the agreed financial parameters)			A	R			Require Board approval
Appointing the CEO and CFO	A / R	I	I (CFO and COO)			ODBE involved in CEO	See MoU clause 7.1
Appointing Headteachers	A	I	Lead			ODBE involved for C of E schools	See MoU clause 7.2
Appointing Designated Safeguarding Lead (DSL)		A		R			
Appointing SENDCo		A		R			
Appointing Designated Teacher for Looked After and Previously Looked After Children		A		R			
Performance management of the CEO	A / R						
Performance management of the Headteachers (including salary)	A	R	Lead				SIP involved
Performance management of DHTs			I	A / R			
Performance management of the CFO and COO			A / R				
Approving the commencement of recruitment for posts on Leadership scale, TLR 1 or 2 scales, or support staff on the Leadership Team of a school			A	R			
Approving the commencement of recruitment for posts (other than posts appointed by the Board or CEO) that are within the approved budget			A / R (trust)	A / R (school)			CEO decision
Ensure compliance with "reserved teacher" requirements		A		R		C of E schools only	See MoU clause 7.3
Determining whether support staff posts at C of E schools have 'genuine occupational requirement' for C of E beliefs	A		R			ODBE involved	See MoU clause 7.4
Appointing staff who directly report to the CEO or Headteacher	I if trust	I if school	A (R if trust)	R if school			

Appointing other teaching staff (including NQTs)				A / R			CEO decision
Appointing other support staff			A / R Trust	A / R School		CFO /COO/ FM involved as necessary	CEO decision
Approving HR policies	A		R				(Note – include C of E ‘reserved teacher’ requirements – MoU clause 7.3)
Authorising payroll provision			A		R	FM	
Authorising payroll				A	A / R For Trust payroll	FM for each school	
Initiating a review of staffing structures / arrangements			A	R			HT unless includes Leadership / TLR posts (then CEO)
Approval to implement changes to staffing structures / arrangements (including commencement of redundancy consultation)	A	A	A	A			Board if include redundancies within Leadership / TLR; LGB if include other redundancies; CEO or HT if no redundancies (CEO if includes Leadership / TLR)
Suspending the CEO, CFO,COO or a Headteacher(s)	A / R	I				LGB only involved in HT dismissal	
Suspending staff on Leadership scale, TLR 1 or 2 scales, or support staff on the Leadership Team			A	R			
Suspending staff besides the CEO, CFO, Headteacher, Leadership scale, TLR 1 or 2 scales, or support staff on the Leadership Team of a school			I	A / R			CEO decision
Dismissing the CEO, CFO, COO or a Headteacher	A / R	I				LGB only involved in HT dismissal	
Dismissing staff on Leadership scale, TLR 1 or 2 scales, or support staff on the Leadership Team of a school			A	R		This includes during probation period	
Dismissing staff other than CEO, CFO, Headteacher, Leadership scale, TLR 1 or 2 scales, or support staff on the Leadership Team of a school			I	A / R		This includes during probation period	
Approving any leaving payments (redundancy, dismissal, early retirement) in accordance with WLP policy			A	R		Report to LGB / BoT as appropriate	CEO decision
Approving any leaving payments in excess of WLP policy	A		R				

## Appendix Eight: Summary of Financial Delegations

Role	Bank forms and government returns	BACS approval/cheque signing	Payroll/Staff	Purchasing, Procurement and Contract Processing	Budget
Board of Trustees	<ul style="list-style-type: none"> <li>• Approve DfE/ESFA returns</li> <li>• Approve banking arrangements</li> </ul>			<ul style="list-style-type: none"> <li>• Approve all orders and contracts above valued delegated to LGB</li> <li>• Approve waivers requiring the specified number of quotations / tenders for contracts of any value</li> <li>• Approve annual staffing establishment for the Trust</li> <li>• In the extreme situation where the school has an emergency over the values of HT's limit, the CEO and CFO can authorise but must report to BoT.</li> </ul>	<ul style="list-style-type: none"> <li>• Approve 3-year budget plan.</li> <li>• Monitor budget</li> </ul>
CEO	<ul style="list-style-type: none"> <li>• Approve bank mandates</li> </ul>	BACS/cheque approver / signatory	<ul style="list-style-type: none"> <li>• Authorise monthly payroll</li> <li>• Authorise time-sheets</li> </ul>	<ul style="list-style-type: none"> <li>• Approve expenses of Headteacher</li> <li>• Approve purchase orders according to thresholds shown on grid.</li> <li>• Authorise invoices for payment according to thresholds shown on grid.</li> </ul>	<ul style="list-style-type: none"> <li>• Monitor revenue and capital budgets</li> </ul>
CFO	<ul style="list-style-type: none"> <li>• Prepare and submit returns</li> <li>• Approve bank mandates</li> </ul>	<ul style="list-style-type: none"> <li>• Cheque / BACS approver / signatory</li> </ul>	<ul style="list-style-type: none"> <li>• Authorise monthly payroll</li> <li>• Authorise time-sheets</li> <li>•</li> </ul>	<ul style="list-style-type: none"> <li>• Approve purchase orders according to thresholds shown on grid.</li> <li>• Authorise invoices for payment according to thresholds shown on grid.</li> </ul>	<ul style="list-style-type: none"> <li>• Monitor revenue and capital budgets</li> </ul>
COO	<ul style="list-style-type: none"> <li>• Prepare and submit returns</li> <li>•</li> </ul>	<ul style="list-style-type: none"> <li>• Cheque / BACS approver / signatory</li> </ul>	<ul style="list-style-type: none"> <li>• Authorise monthly payroll</li> <li>• Authorise time-sheets</li> </ul>	<ul style="list-style-type: none"> <li>• Approve purchase orders according to thresholds shown on grid.</li> <li>• Authorise invoices for payment according to thresholds shown on grid.</li> </ul>	<ul style="list-style-type: none"> <li>•</li> </ul>

<b>Role</b>	<b>Bank forms and government returns</b>	<b>BACS approval/cheque signing</b>	<b>Payroll/Staff</b>	<b>Purchasing, Procurement and Contract Processing</b>	<b>Budget</b>
Local Governing Body (full)				<ul style="list-style-type: none"> <li>• Approve orders and contracts according to thresholds shown on grid.</li> </ul>	<ul style="list-style-type: none"> <li>• Monitor revenue and capital budgets</li> </ul>
Headteacher	<ul style="list-style-type: none"> <li>• Approve bank mandates within own school</li> </ul>	<ul style="list-style-type: none"> <li>• BACS/cheque approver / signatory</li> </ul>	<ul style="list-style-type: none"> <li>• Authorise monthly payroll</li> <li>• Authorise time-sheets</li> <li>• Authorise new starts / payroll amendments</li> <li>• Approve overtime and leave of absence</li> <li>• Approve additional, casual and temporary staff/hours</li> </ul>	<ul style="list-style-type: none"> <li>• Approve purchase orders and contracts according to thresholds shown on grid.</li> <li>• Approve staff expenses</li> </ul>	<ul style="list-style-type: none"> <li>• Monitor revenue and capital budgets</li> </ul>
Deputy / Assistant Headteacher(s)		<ul style="list-style-type: none"> <li>• BACS/cheque approver / signatory</li> </ul>	<ul style="list-style-type: none"> <li>• Authorise monthly payroll</li> <li>• Authorise time-sheets</li> </ul>	<ul style="list-style-type: none"> <li>• Approve purchase orders and contracts according to thresholds shown on grid.</li> </ul>	
Finance Manager / Officer as delegated by CFO/CEO	<ul style="list-style-type: none"> <li>• Prepare and submit VAT returns</li> </ul>	<ul style="list-style-type: none"> <li>• BACS/cheque approver / signatory</li> </ul>		<ul style="list-style-type: none"> <li>• Approve purchase orders according to thresholds shown on grid.</li> <li>• Authorise invoices for payment according to thresholds shown on grid.</li> </ul>	<ul style="list-style-type: none"> <li>• Monitor revenue and capital budgets</li> </ul>
Budget Holder				<ul style="list-style-type: none"> <li>• Approve purchase orders according to thresholds shown on grid.</li> </ul>	

				<ul style="list-style-type: none"><li>• Authorise invoices relating to their own PO's for payment</li></ul>	
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## Approval thresholds

	Contracts	Purchase orders	Staff expenses	Monthly payroll	Invoice approval	Payment run approval
Board of Trustees	Contracts between LGB threshold up to UK FTS threshold	Purchases between LGB threshold up to UK FTS threshold	CEO (Chair)			
CEO	Upper schools up to £75K Middle schools up to £50K First schools up to £25K	Upper schools up to £75K Middle schools up to £50K First schools up to £25K	Headteachers, CFO, COO, school staff	All schools	All	All
CFO	All schools up to £10,000	All schools up to £10,000		All schools	All schools up to £10,000	All
COO	All schools up to £10,000	All schools up to £10,000		WGS	Up to £5,000 at WGS	WGS
Local Governing Body (full)	Upper schools up to £75K Middle schools up to £50K First schools up to £25K	Upper schools up to £75K Middle schools up to £50K First schools up to £25K				
Headteacher	Upper schools up to £25K Middle schools up to £20K First schools up to £15K	Upper schools up to £25K Middle schools up to £20K First schools up to £15K	School staff	Timesheets Variations Monthly payroll	All	All
Deputy / Assistant Headteacher(s)				Timesheets		
Finance Manager / Finance/administration Officer as delegated by CFO/CEO	Up to £5,000 at own school	Up to £5,000 at own school		Own school	Up to £5,000	
Budget Holder	Up to £5,000 or to limit of budget, whichever is the smaller	Up to £5,000 or to limit of budget, whichever is the smaller			Up to £5,000 or to limit of budget, whichever is the smaller	

Where a CIF bid or other similar grant has been successful and funding has been granted, relevant purchase orders and invoices over £10,000 may be signed by the CEO and relevant purchase orders and invoices under £10,000 may be signed by the COO or the CFO.

## Appendix Nine: Areas of Variable Delegation

The table below details the current areas of 'variable delegation' applying to each school. These will be reviewed as indicated, and at least annually through the review of this Scheme of Delegation.

<b>School or LGB</b>	<b>Areas of variable delegation</b>	<b>Date to be reviewed</b>
Dedworth Green First School	None	
Clewer Green C of E First School	None	
Dedworth Middle School	None	
The Windsor Boys' School	None	
Windsor Girls' School	None	