



# Governance Structure and Scheme of Delegation

2019-2020

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# Introduction

Archway Learning Trust is an exempt charity set up as a company limited by guarantee. Its charitable purpose is to advance education for the public benefit by establishing, managing and developing academies which offer a broad and balanced curriculum. Some but not all of these academies are designated as Church of England schools. The Trust is a single legal entity, and is subject to charity law and company law, as well as various regulations and agreements with the Department for Education. The Trust must also conform to its own principal governance document, the Articles of Association. The requirements set out in the Articles apply equally to all academies within the Trust.

Within that legal framework, the Trust has developed its individual vision and strategy.



## What is governance?

The purpose of governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight and assurance for educational and financial performance. There are three core governance functions within the Trust:

- 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 effective and efficient performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent.

The governance framework must also ensure that the Trust and its academies comply with statutory and contractual requirements, and effectively undertake certain key duties such as safeguarding, inclusion, special educational needs and

disability (SEND), and monitoring and oversight of the impact of pupil premium and other targeted funding.

“Delivering the best educational outcomes relies upon high standards of governance, financial control and accountability”

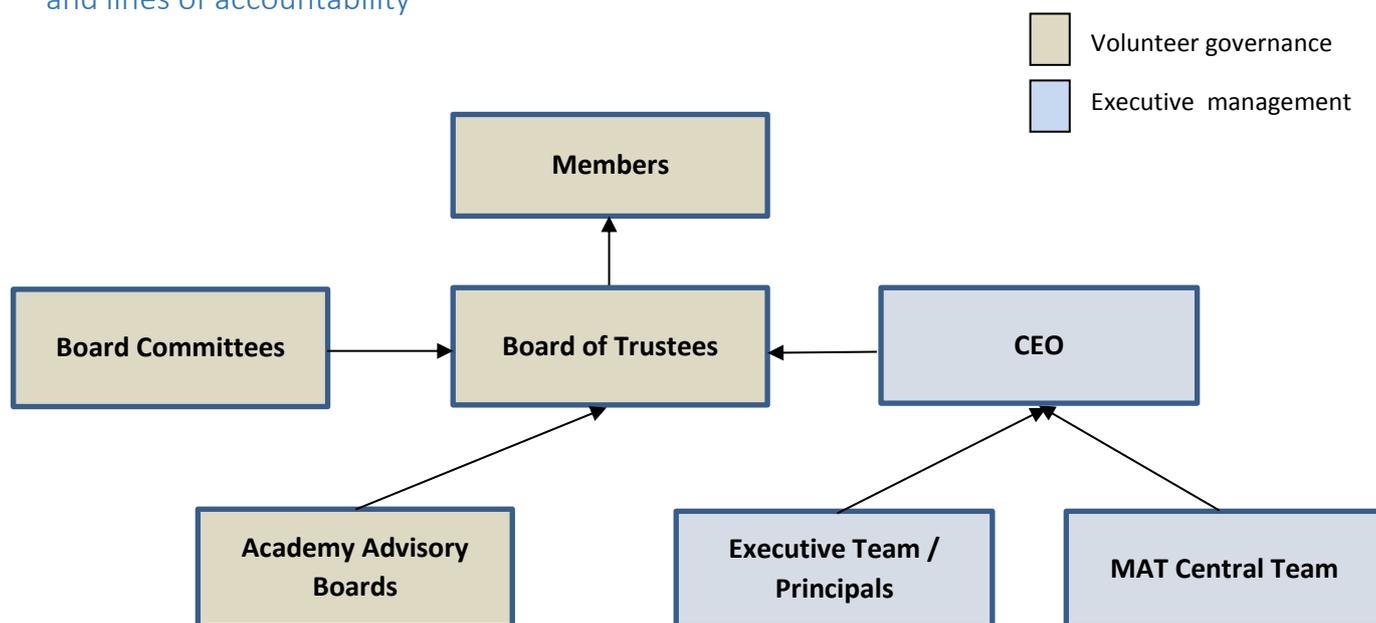
*(Lord Agnew, Academies Financial Handbook, 2019)*

In multi academy trusts like Archway, the Board of Trustees is accountable in law for all decisions about its academies. The Board has to reserve certain decisions to itself; however, many other decisions can and should be delegated to others. The Board will for example delegate the day-to-day operational/executive management of the Trust to the Chief Executive Officer (CEO), who will in turn delegate some decisions to other executives such as the Chief Operating Officer (COO) or academy Principals. The Board delegates some other decisions and functions to Board committees, such as the Audit, Risk and General Purposes Committee. Another Board committee is the Academy Advisory Board (AAB). Each academy has an AAB which has some delegated powers as cited in the Scheme of Delegation.

It is important to note that even where a decision or function has been delegated, the Trustees remain responsible in law. All delegations must be decided by the full Board and formally recorded. No individual or committee has any power to act in the absence of this formal delegation. Trusts are required to summarise these delegation decisions in a document called the Scheme of Delegation, which has to be published on the Trust’s website. This allows everyone both inside and outside the Trust to see who is making what decisions and how they are accountable.

# Governance structure

and lines of accountability



## Roles and responsibilities

### Members

Members hold the same kind of position in the charitable company as shareholders in a commercial limited company. They do not get involved in strategic planning or the operational management of the Trust; instead they act as guardians of the Trust’s constitution and charitable purpose. The first of the Trust’s Members were the signatories to the Memorandum of Association and will have agreed the first set of Articles. At Archway, only Members can appoint or remove Trustees, and they hold Trustees to account by monitoring the Trust’s performance, chiefly by receiving the Annual Report and Accounts at the Annual General Meeting. Members have certain other constitutional powers reserved to them alone, such as changing the name of the Trust or making any changes to the Articles of Association.

### Trustees

Our Trustees are also the Directors of the charitable company. They are accountable to the Secretary of State for the proper conduct of the Trust and its academies, and are subject to charity and company law. At Archway, our CEO is a Trustee ex-officio, while all the other Trustees are appointed by the Members, based on the skills and experience they can bring to the Board.

The Board establishes the Trust’s values and strategy and ensures that the Trust’s culture is aligned with them. All Trustees are expected to act with integrity and lead by example. The Board is responsible for ensuring that the Trust’s policies and practices are consistent with its vision and values, and support its long-term sustainable success. The Board must ensure that the Trust uses its public funding effectively and

with probity; Trustees must also ensure that there is a robust framework of controls which allow risk to be assessed and managed.

The Board's role is a strategic one and Trustees must avoid involvement in operational matters. Instead, the Board delegates operational functions to the CEO and holds her accountable for her executive management of the Trust, and for her successful delivery of strategic objectives. The Board also monitors the academic and financial performance of each academy within the Trust and will ensure that action is taken when necessary.

The Chair of the Trustees is responsible for ensuring the effective functioning of the Board and for setting professional standards of governance. The Chair can also exercise certain emergency powers when necessary, as set out in the Board's Terms of Reference. The Chair works closely with the CEO to progress the Trust's strategic objectives.

### Board Committees

Certain more specialised functions are best dealt with not by the full Board but by a smaller group of suitably skilled Trustees, working alongside appropriate executives. Archway currently operates these Board committees:

- Audit, Finance & General Purposes
- Curriculum & Standards
- Policy

Each of these has its own Terms of Reference, and has delegated authority to deal with certain matters to completion as set out in the Scheme of Delegation. The chairs of the committees must report any exercise of delegated powers to the next available full Board meeting.

### Chief Executive Officer

Appointed directly by the Board, and accountable to it, the CEO provides executive leadership of all Archway staff and is the senior professional within the Trust. She is responsible for all operational functions across the Trust and for putting in place the resources necessary to achieve the strategic objectives set by the Board.

As the Trust's Accounting Officer, the CEO is personally responsible to Parliament for the financial resources under the Trust's control. She will advise the Board if any action Trustees are considering would be incompatible with Articles, the Funding Agreement, or the Academies Financial Handbook, or if the Board fails to take any action that is required by those documents.

In this Trust, the CEO is ex officio a Trustee, and as such has the same powers and responsibilities as the rest of the Board. Care is taken that any potential conflict of interest is managed transparently.

### Academy Advisory Boards

The Academy Advisory Boards (AABs) support the Trustees to fulfil their responsibility for oversight of each academy within the Trust, acting as the eyes and ears of the Board at local level. Their role is much more focused than that of a traditional school governing body. As Trustees do not sit on AABs the range of powers available at that level has to be limited. Also, AABs do not need to worry about managing local support functions – finance, HR, facilities, etc – as the Trust's central team takes care of those. The highest responsibility for AABs is to provide detailed scrutiny of teaching and learning, and of welfare and

safeguarding issues. The AABs also provide challenge and support to the Principal and SLT, and also represent the Trust to local stakeholders – parents, students, staff and the community.

Two members of each AAB are elected from among that academy's parents, while a further member will be elected by the staff. The Principal is ex officio on the AAB. The remaining members are appointed directly by the Trustees based on skills and experience. In our Church of England academies the Trustees will receive and consider nominations from various diocesan bodies.

### Key AAB responsibilities

- providing robust challenge and positive support to the principal and senior leadership team of the Academy;
- working alongside the Principal to determine the educational character, mission and ethos of the academy;
- monitoring progress against the academy improvement plan;
- monitoring pupils' progress and attainment;
- monitoring the effectiveness of the academy's SEND provision;
- monitoring the deployment and impact of Pupil Premium, Year 7 Literacy and Numeracy Catch-up Premium (secondary) and Sports Premium (primary);
- monitoring the implementation of the academy's behaviour policy;
- ensuring the safeguarding, wellbeing and health and safety of pupils and staff;
- supporting the senior leadership team in planning staffing structure and in management of staff;
- establishing and maintaining relationships with the local community, including parents.

## The Scheme of Delegation

The following pages set out Archway's Scheme of Delegation. This shows which decisions are made at which level of governance, and who will be consulted and provide input as part of the decision-making process. It reflects the roles and responsibilities discussed earlier.

The Board of Trustees must review this document every academic year, and must publish it on the Trust and academy websites.

## Scheme of Delegation 2019-20

Area of work	Decision	Members	Trust Board	AF&GP Cttee	C&S Cttee	Policy Cttee	CEO	AAB	Academy Principal
<b>People &amp; structures</b>	Appoint or remove Members	✓							
	Appoint or remove Trustees	✓							
	Approve role/Terms of Reference and job descriptions for Trustees, committee chairs and all Trust structures		✓						
	Appoint & remove AAB members		✓				<A	<A	<A
	Appoint & remove AAB chairs & vice chairs		✓				<A	<A	<A
	Appoint & remove Clerk to Trust Board		✓				<A		
	Appoint & remove Clerks to AABs						✓	<A	
	Review and approve Articles of Association	✓	<A						
	Agree and review terms of reference for Board committees including AABs		✓				<A		
	Annually agree and review Schemes of Delegation for AABs		✓				<A		
Carry out skills audit and tailor recruitment of Trustees & AAB members			✓					✓	

## Scheme of Delegation 2019-20

Area of work	Decision	Members	Trust Board	AF&GP Cttee	C&S Cttee	Policy Cttee	CEO	AAB	Academy Principal
	Annual self-review of Trust Board and committees		✓				<A		
<b>People &amp; structures</b>	Review and agree Trust organisational structures		✓				<A		
	Annual self-review of AABs		A>					✓	<A
	Annual performance review of Trust Board chair and AAB chairs		✓					✓	
	Annual review of Trustee or AAB member contributions		✓					✓	
	Succession planning for Trust Board & AABs		✓				<A>	✓	
	Agree annual schedule of Trust Board work		✓				<A		
	Agree annual schedule of AAB work		✓				<A>	<A	<A
<b>Reporting</b>	Ensure Trust & academy websites are compliant re governance information		✓				<A	✓	<A
	Approve and publish Annual Report and Accounts		✓	<A			<A		

## Scheme of Delegation 2019-20

Area of work	Decision	Members	Trust Board	AF&GP Cttee	C&S Cttee	Policy Cttee	CEO	AAB	Academy Principal	
<b>Strategy</b>	Establish, maintain & publish Register of Interests		✓	<A						
	Provide annual report of Trust performance to Members & publish		✓	<A			<A			
	Provide annual report of AAB work to Trust Board					<A		✓	<A	
	Approve Trust-wide policies		✓				<A	<A		
	Review and approve Vision & Ethos statement of Trust		✓			<A		<A		
	Review Trust Strategic Plan & agree key priorities and KPIs		✓			<A		<A		
	Plan budget for Trust key priorities		✓		<A			<A		
	Approve academy-level procedures						A>	A>	✓	<A
	Determine annually central spend/top slice/ services provided			✓	<A			<A		
	Review risk register				✓			<A>		
	Engagement with stakeholders		✓	✓				✓	✓	✓

## Scheme of Delegation 2019-20

Area of work	Decision	Members	Trust Board	AF&GP Cttee	C&S Cttee	Policy Cttee	CEO	AAB	Academy Principal
<b>Strategy</b>	Review academy-level strategy, key priorities and KPIs				A>		A>	✓	<A
	Plan academy budget for key priorities		✓	<A			<A		✓
	Appoint & dismiss CEO / EPs		✓						
	Appoint & dismiss academy Principals		✓				<A		
	Agree Trust staffing structure		✓				<A		
	Agree academy staffing structure		✓				A>	A>	✓
	Agree Trust-wide HR policies, staff terms & conditions and pay policy		✓				<A	<A	
	Managing all HR functions including staff claims & disputes and disciplinary processes				A>			✓	<A
<b>Holding to account</b>	Agree auditing & reporting for matters of compliance (e.g. safeguarding, H&S etc)		✓	<A			<A		
	Agree reporting arrangements for progress on Trust key priorities		✓				<A		

## Scheme of Delegation 2019-20

Area of work	Decision	Members	Trust Board	AF&GP Cttee	C&S Cttee	Policy Cttee	CEO	AAB	Academy Principal
	Undertake performance management of CEO / EPs		✓						
	Undertake performance management of Principals						✓	<A	
	Agree arrangements for Trustee & AAB member monitoring		✓				<A>	✓	<A
<b>Holding to account</b>	Review Principal's exclusion decisions in accordance with statutory requirements				A>			✓	
	Review annually the need to appoint external advisor to Trust Board		✓				<A		
<b>Financial oversight</b>	Appoint CFO and/or COO		✓				<A		
	Establish & review Trust & academy schemes of financial delegation		✓	<A			<A		
	Receive external auditor's report		✓	<A			<A		
	Agree CEO / EP pay		✓	<A					
	Agree Principal / SLT pay			A>	A>			✓	

## Scheme of Delegation 2019-20

Area of work	Decision	Members	Trust Board	AF&GP Cttee	C&S Cttee	Policy Cttee	CEO	AAB	Academy Principal
	Monitor Trust expenditure against budget		✓	<A			<A		
	Monitor academy expenditure against budget			✓			<A>	<A	<A
	Monitor and agree staff appraisals and pay progression		✓				<A		
	Review Trust-wide value for money benchmarking			✓			<A		
	Review academy value for money benchmarking				✓			<A	<A
<b>Financial oversight</b>	Develop Trust-wide procurement strategies and efficiency savings programme			A>			✓		
	Obtain and review all types of insurance across the Trust			A>			✓		