WATERTON
ACADEMY TRUST®

Scheme of Delegation

Introduction

Waterton Academy Trust has grown significantly since its formation in 2014. This growth has brought with it the need to regularly evaluate the organisational model and governance arrangements. In September 2017 the Board of Trustees commissioned an external review of governance to be carried out by the National Governance Association (NGA). In December 2017 the NGA delivered their recommendations, of which amending the scheme of delegation was one. This document has been created as a direct response to those recommendations

Contributions to the amended scheme of delegation have be made from representatives at all levels of Governance. Consultations with members, trustees, LGBs and staff have taken place throughout the Spring Term. These interactions have been supported by the follow up work of the NGA, providing further consultancy and relevant documentation.

Supporting Information

A multi academy trust's (MAT) board of trustees is accountable in law for all major decisions about their academies. However, this does not mean that the board is required to carry out all the trust's governance functions and many can and should be delegated, including to the CEO and appointed committees. It is vital that the decision to delegate a function is made by the full board of trustees and is recorded. Without such delegation, the individual or committee has no power to act.

Which functions the board decides to delegate will vary depending upon the size of the MAT, both in terms of the number of academies and the number of pupils in the MAT, and the way in which its leadership is structured, as well as the geographical spread and the context of the academies. Generally, the larger the MAT, the more likely the need will be to delegate to regional or cluster committees as well as to academy committees. It is also possible for a MAT to mix models of delegation, for example delegating functions to academy committees in its secondary academies and to a hub committee for its primary academies.

A scheme of delegation (SoD) is the key document defining the lines of responsibility and accountability in a MAT. It should be a simple yet systematic way of ensuring that the members, trustees, board committees, cluster and/or academy committees, executive leadership and academy headteachers are all clear about their roles and responsibilities. This overarching SoD for all decision making in the trust should not be confused with the written scheme of delegation of financial powers referred to in the Academies Financial Handbook.

When considering the model schemes of delegation it is important to bear in mind that any one model will not necessarily be appropriate for our trust. Governance and management in groups of academies is complex and so the models are designed to show how a scheme of delegation need not detail every single function, but seeks to demonstrate the principals which determine the lines of accountability so it is clear where certain functions and key decision making should lie.

Deciding what to retain at trustee level and what to delegate will vary from trust to trust. The detail will not be set out in the articles of association, the MAT's governing document. This is why it is critical that MATs agree a SoD that explicitly establishes who makes which decisions and who carries out which functions, and ensures that this is clear to both all those within the MAT, as well as to the governing bodies of academies who may be potentially looking to join.

Once determined the SoD must be published on the trust and its academies' websites.

The status of a scheme of delegation

Some governing bodies join MATs assuming that they will continue to function as they did when the governing body of a maintained school. However, even if on joining they are known as the local governing body LGB), this body will in fact be a committee appointed by the board, and the board has the power to appoint and remove committees at any time, be it a board committee, a cluster/hub committee, an academy committee or an academy council.

Academy committee functions are likely to be different to those of the maintained school governing body, and in some cases may be much reduced. A detailed yet clear SoD will prevent confusion

from arising before any misunderstanding develops and leads to a loss of trust and damaged working relationships.

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

Format and Structure

While schemes of delegation will vary from trust to trust depending on size, structure and geographical spread, there are basic principles to follow. Each of NGA's approved models aim to clarify decision making and lines of accountability in a simple, succinct and clear format and as such each model includes:

- A structure diagram which shows the layers of governance and lines of accountability
- A short paragraph of text which describes the structure
- Detailed narrative on roles and responsibilities
- A grid format, with columns for each layer of governance which enables stakeholders to quickly determine who is responsible for each strategic decision within the trust. The grid is in four key areas to reflect both the governance framework and the three core functions of the governing board:
  1. The governance framework:
     a. People
     b. Systems and structures
     c. Reporting
  2. Being strategic
  3. Holding to account
  4. Ensuring financial probity

You will note that the models do not use overly complicated legal terminology.   Instead they are intended to be working documents that the trust board and executive leaders should be able to revise and adapt in response to their context and circumstances.

Remember: no single model is going to suit everyone and each trust should ensure that their scheme is tailored to their own chosen structure.

Review and adapt

As MATs mature and grow the workings of the MAT, both in terms of governance and management are likely to change. The SoD should be reviewed annually, with changes made as the context changes, if necessary each year. This is not a failure, but recognition of the need to be responsive to changing circumstances and to adapt accordingly. It is, however, important to ensure that all involved in governance are made aware of any changes and what these mean in practice.

An effective scheme of delegation will:

- Promote a culture of honesty and accountability
- Ensure the executive leadership is clear about which decisions the trust board remain in control of
- Identify responsibility for the appointment and performance management of the CEO/executive principal and academy principals
- Ensure that the role of the executive leadership is fully understood throughout the MAT
- Identify responsibility for policy and practice in each academy
- Identify responsibility for oversight of educational performance in each academy
- Identify responsibility for oversight of each academy's budget
- Identify responsibility for assessment of risk in each academy

2018/19 Governance model
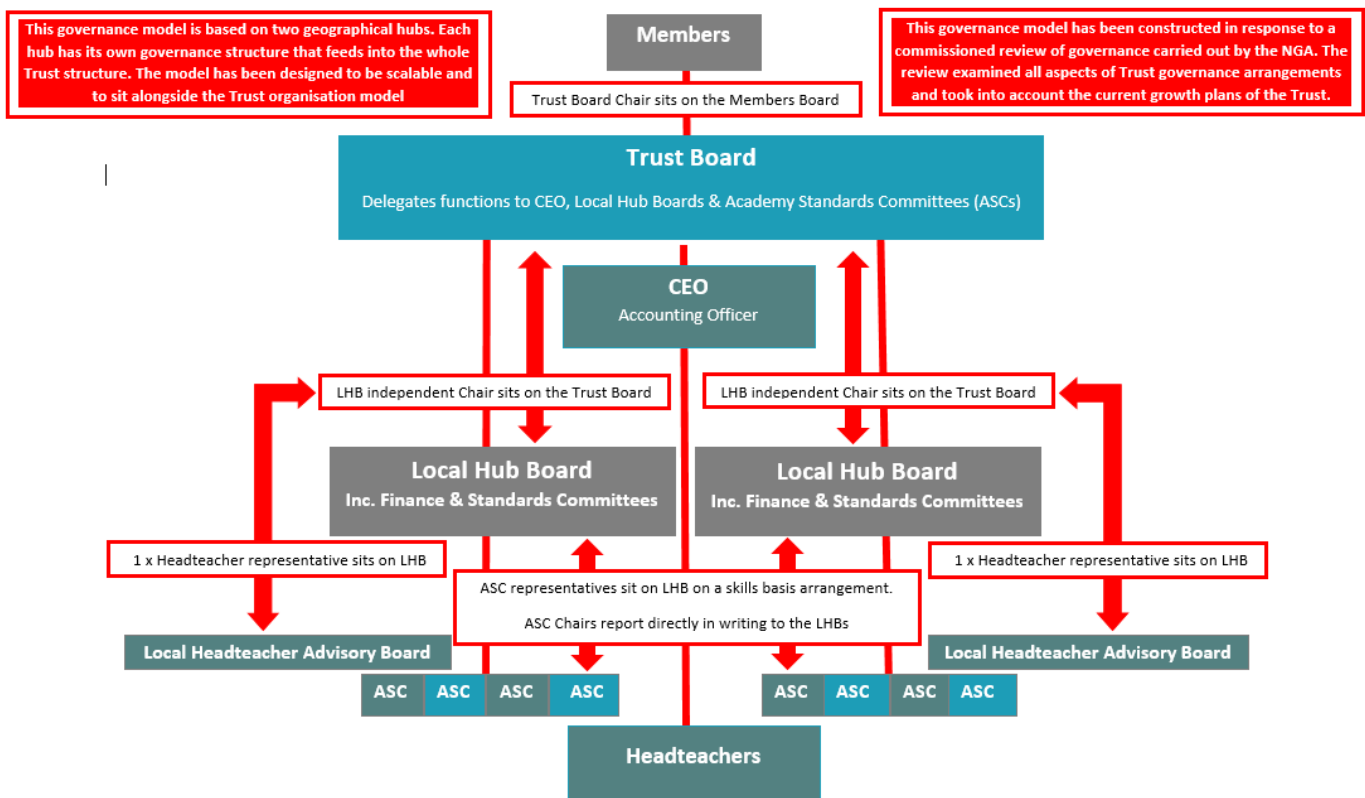
Governance structure and lines of accountability

When to consider this model

This model works well when the trust's academies can be grouped into geographical hubs, especially if they are small academies, or academies within a very distinct community, or where a strong academy could support weaker academies, or where each academy is unable to recruit enough people who have the knowledge, skills and commitment to constitute its own academy committee.

- The board of trustees is responsible for the three core governance functions.
- The board of trustees appoint the chief executive (CEO), to whom it delegates responsibility for delivery of its vision and strategy, and will hold the CEO to account for the conduct and performance of the trust, including the performance of the academies within the trust, and for its financial management.
- In turn, the CEO line manages other senior executives and the academies' headteachers, setting their targets and performance managing them.
- The board constitutes Local Hub Boards, (LHBs) who themselves form committees for finance and standards; these look in detail at resources and progress and attainment across the trust.
- The board delegates some of its academy level monitoring and scrutinising functions to Local Hub Boards (LHBs) and Academy Standards Committees (ASCs) . Trustees do not need to sit on local committees, and so lines of communication to the board of trustees must be clearly established. It is usual for the CEO to seek input from the chairs of the ASCs when undertaking the headteaher's performance management.
- The LHBs delegate the majority of stakeholder engagement to ASCs who also act as a point of consultation and representation.
- As the headteachers are being line managed by the CEO, neither the LHBs or ASCs carry out the governance function of holding the headteachers to account. However, LHBs must be confident that the trust's performance management systems are working well, and if not, how they can make the trust aware of their concerns. This arrangement will also affect the LHB's and ASC's role in relation to Ofsted inspections.

Roles and responsibilities

The role of the members

The members of the trust are guardians of the governance of the trust and as such have a different status to trustees. Originally they will have been the signatories to the memorandum of association and will have agreed the trust's first articles of association (the legal document which outlines the governance structure and how the trust will operate). The articles of association will also describe how members are recruited and replaced, and how many of the trustees the members can appoint to the trust board. The members appoint trustees to ensure that the trust's charitable object is carried out and so must be able to remove trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board (TB) submits an annual report on the performance of the trust to the members. Members are also responsible for approving any amendments made to the trust's articles of association.

There must be at least three members, although the DfE prefer at least five, and while members are permitted to be appointed as trustees, in order to retain a degree of separation of powers between the members and the trust board, and in line with DfE expectations, not all members should be trustees. Members are not permitted to be employees of the academy trust.

The role of the Trustees board (TB)

The MAT is a charitable company and so trustees are both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because trustees are bound by both charity and company law, the terms 'trustees' and 'directors' are often used interchangeably. Waterton Academy Trust will use the term trustee when referring to Trust Board members, governors when referring to LHB and ASC members and Officers when referring to the trust executive team.

The trustees are responsible for the general control and management of the administration of the trust, and in accordance with the provisions set out in the memorandum and articles of association and its funding agreement, it is legally responsible and accountable for all statutory functions, for the performance of all academies within the trust, and must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements. In addition it must carry out the three core governance functions:

1. Ensure clarity of vision, ethos and strategic direction
2. Hold the executive to account for the educational performance of the trust's academies and their pupils, and the performance management of staff
3. Oversee the financial performance of the trust and make sure its money is well spent

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

The role of board committees

The TB may establish committees to carry out some of its governance functions which may include making decisions, although any decisions made will be deemed decisions of the TB. The membership (there must be at least three members) and responsibilities of board committees are set out in the committee's terms of reference. It is usual for the TB to appoint board committee chairs and committee members according to their skills.

The Academies Financial Handbook 2016 makes it clear that the TB 'should have a finance committee to which the board delegates financial scrutiny and oversight'. In trusts with income above a certain level, there must also be a separate audit committee.

The role of the chief executive officer (CEO)

The CEO has the delegated responsibility for the operation of the trust including the performance of the trust's academies and so the CEO performance manages the academy headteachers. As there is the delegation of some governance functions to committees, this is usually with the ASC chair alongside.

The CEO is the accounting officer so has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

The CEO leads the executive management team of the academy trust. The CEO will delegate executive management functions to the executive management team and is accountable to the trust board for the performance of the executive management team.

The role of the Local Hub board (LHB)

The trustees may establish LHBs to carry out some of its local area and academy level governance functions. As trustees are not required to sit on LHBs, decision-making is delegated. Trustees will appoint the chair.

Typically, delegated functions may include:
- Building an understanding of how the hub's academies are led and managed
- Scrutinising and reporting local financial matters
- Monitoring whether the academies are:
  - Working within agreed policies
  - Is meeting their agreed targets
  - Managing their finances well
- Engaging with stakeholders
- Being a point of consultation and representation
- Reporting to the TB on vision delivery

As a committee of the TB, delegation can be removed at any time.

The role of the Academy Standards Committee (ASC)

The trustees may establish ASCs to carry out some of its academy level functions. Trustees are not required to sit on ASCs. The Local Hub Board will appoint the chair, and ensure that two parents are elected to the ASC.

Typically, functions may include:
- Monitoring and reporting to the LHB regarding agreed educational standards
- Engaging with stakeholders
- Being a point of consultation and representation

As ratified by LHBs, ASCs delegation can be removed at any time.

The role of the headteacher

The headteachers are responsible for the day-to-day management and performance of their academies. The headteacher reports to the CEO and ASC regarding functions that have been delegated.

Delegated Responsibility Matrix

Key
Column 1: Members
Column 2: Board of trustees of the multi academy trust (TB)
Column 3: Local Hub Board (LHB)
Column4: Local Hub Board Standards Committee (LHB/SC)
Column 5: : Local Hub Board Finance Committee (LHB/FC)
Column 6: CEO
Column 7: Academy Standards Committee
Column 8: Headteacher
Green box: Function **cannot** be carried out at this level.
✔   Primary responsibility for action to be undertaken at this level
✔   Devolved responsibility for action to be undertaken at this level
A   Provide advice and support to those accountable for decision-making

	Devolved Responsibility	Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
People	Members: Appoint/Remove	✔							
	Trustees: Appoint/Remove	✔	A						
	Role descriptions for members	✔							
	Role descriptions for trustees/chair/specific roles/committees: agree	A	✔	A			A		
	LHB: Appoint/Remove		✔	A			A		
	LHB chairs: appoint and remove		✔	A			A		
	ASC chairs: appoint and remove		A	✔			A	A	
	ASC Parents: appoint and remove		A	✔				A	
	Clerk to Trustees: appoint and remove		✔				A		
	Clerk to LHB/ ASC: appoint and remove		A	✔			A	A	
	CEO Appoint and remove		✔	A					
	Trust Officers Appoint and remove		✔	A			A		
	Headteachers Appoint and remove		✔	A			A		
	Academy Staff Appoint and remove		✔					A	✔
	Devolved Responsibility	Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
Systems and structures	Articles of association: review and agree	✔	A				A		
	Governance structure (committees) for the trust: establish and review annually		✔	A			A	A	

Systems and structures		Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
Systems and structures	Terms of reference for board committees and scheme of delegation for committees: agree annually		✓	A			A	A	
	Trustees skills audit: complete and recruit to fill gaps		✓						
	LHB/ASC skills audits: complete and recruit to fill gaps			✓				✓	
	Annual self-review of trust board:	A	✓						
	Annual self-review of LHC /ASC:		A	✓			A	✓	
	Chair's performance: carry out 360 review periodically		✓						
	Trustees/LHC members/ ASC members contribution: review annually		✓	✓				✓	
	Succession: plan		✓				A		
	Annual schedule of business: agree		✓	A			A		
	Annual schedule of business for LHC/ ASC: agree		✓	✓			A		
		Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
Reporting	Publication on trust and academy's websites of all required details on governance arrangements: ensure		✓	✓					
	Annual report on performance of the trust: submit to members and publish		✓						
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		✓					A	
		Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
	Determine trust wide policies such as admissions; SEND; safeguarding and child protection;		✓	✓			A		

		Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
Being Strategic	Determine academy level policies which reflect the academy's ethos and values to include e.g. curriculum; behaviour: approve		✓	✓			A	A	A
	Central spend / top slice: agree		✓	✓			A		
	Management of risk: establish register, review and monitor		✓	✓			A		
	Engagement with stakeholders	✓	✓	✓				✓	✓
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓	A			A		
	Academies vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓	A			A	A	✓
	Chief executive officer: appoint and dismiss		✓						
	Academy Headteacher : appoint and dismiss		✓				✓		
	Agree budget plan to support delivery of trust key priorities: agree		✓	✓			A		
	Agree budget plan to support delivery of key LHB priorities:			✓					
	Agree ASC budget plans to support delivery of key education priorities:			✓				A	A
	Trust's staffing structure: agree		✓				A		
	Academy staffing structure: agree							A	✓
		Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	A			A		
	Reporting arrangements for progress on key priorities: agree		✓	✓			A	✓	

Ensuring financial probity		Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
	Performance management of the Chief Executive Officer: undertake		✔						
	Performance management of academy Headteacher : undertake						✔	A	
	Performance management of academy staff		✔					A	✔
	Trustee monitoring: agree arrangements		✔				A		
	HLB monitoring: agree arrangements		✔	✔			A		
	ASC monitoring: agree arrangements		✔	✔			A		
		Members	TB	LHB	LHB/SC	LHB/FC	CEO	ASC	HT
Ensuring financial probity	Chief Financial Officer ,appoint		✔				A		
	Trust's scheme of financial delegation: establish and review		✔				A		
	External auditors' report: receive and respond		✔	A			A		
	CEO pay award: agree		✔						
	Academy Headteacher pay award: agree			✔			A	A	
	Staff appraisal procedure and pay progression: review and agree					✔		A	A
	Benchmarking and trust wide value for money: ensure robustness		✔				A		
	Benchmarking and academy value for money: ensure robustness			✔			A	A	A
	Develop trust wide procurement strategies and efficiency savings programme		✔	A			✔		
	Review and approve trust wide procurement strategies and efficiency savings programme		✔	A			A		