

Effective Sep 23  
Updated Dec 23 (Trustee appointment)  
Updated Feb 24 (Committee update)

# THE 1590 TRUST

## SCHEME OF DELEGATION

**EFFECTIVE DATE: 1 September 2023**



### *The 1590 Trust*

*Incorporating Conyers School and Sixth Form, Bader,  
Kirklevington, Layfield, Levendale and Bewley Primary  
Schools*

## **Introduction**

The 1590 Trust has expanded since November 2016, from one to six schools. All the schools involved have chosen to so collaborate, on the basis of shared values and ethos.

This scheme of delegation defines the lines of responsibility and accountability for The 1590 Trust (the Trust). It aims to ensure members, trustees, local governing bodies, executive leadership and head teachers are clear about their roles and responsibilities. This overarching scheme of delegation for all decision making in the Trust, should not be confused with the written scheme of delegation of financial powers referred to in the Trust's Financial Manual.

The Articles of Association form the constitution of the Trust and take precedence over this scheme in the event of any dispute.

The Trust board delegates responsibility for the performance of the Trust, including the performance of the academies within the Trust, to the Chief Executive Officer (CEO), and determines on a case by case basis whether to delegate some responsibilities concerning the performance of each academy, to a local governing body.

The CEO is accountable to the board for the performance of the Trust as a whole and will report on the performance of the Trust and the individual schools within it, to the board.

The Trust intends to operate a delegated governance model, to promote the cohesion of the Trust and ensure local accountability and transparency. Factors which will influence the decision to delegate powers to a school local governing body include:

- school performance
- any recent Ofsted report
- financial and administrative performance
- leadership and governance capacity and capability

This scheme of delegation is based on the National Governors Association's model of 'earned autonomy' or 'mixed delegation'. It may therefore lead to schools operating on different schemes of delegation within the MAT, as additional schools join.

Each Local Governing Body is in effect a sub-committee of the Trust and it operates on those powers delegated to it by the Trust. In the event of serious concerns around the performance of the school and/or capacity of the local governing body, the Trust will review and revoke such powers as it deems appropriate.

## **Roles within the Trust**

### **The role of the Members**

The Members are the 'conscience' of the Trust, with the remit to ensure the Trust is effectively delivering on its charitable object. It is not an operational role. The Members have the power to both appoint and remove trustees, as set out in the Articles. Members receive the annual report on the performance of the Trust, from the Trustees. Members are also responsible for approving any amendments made to the Trust's articles of association.

### **The role of the Trustees**

The Trustees are the charity trustees (within the terms of section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in

accordance with the provisions set out in the memorandum and articles of association. The Board of Trustees (the board) is the accountable body for the performance of all schools within the Trust and as such must:

- ensure clarity of vision, ethos and strategic direction
- hold the chief executive officer to account for the educational performance of the schools and their pupils, and the performance management of staff
- oversee the financial performance of the Trust and ensure its money is well spent.

Because trustees are bound by both charity and company law, the terms 'trustees' and 'directors' are often used interchangeably. We use the term trustee as it avoids the possible confusion caused given school senior managers are also called directors.

The trustees may establish committees either with delegated authority to make decisions or for the purpose of providing advice and support, informing the overall work of the Trust board. However these committees are not legally responsible or accountable for statutory functions, the Trust board retains overall accountability and responsibility. The responsibilities of board committees are set out in their terms of reference and the responsibilities for individual school local governing bodies are set out in their scheme of delegation. The Trust board may appoint to the governing bodies.

### **The role of the Chief Executive (CEO)**

The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's academies. The CEO will performance manage the academy head teachers. Where there is delegation to a local governing body (LGB) this will usually be done in conjunction with the Chair of the LGB. The CEO is accountable to the board of Trustees for the overall performance of the Trust.

The CEO is the designated Accounting Officer of the Trust. The CEO has overall responsibility for the operation of the Trust's financial responsibilities and must ensure that the organisation is run on a financially sound and sustainable basis and secure value for money. The Director of Finance and Operations will manage the finances of the Trust, on behalf of the CEO.

The Head Teacher of Conyers School fulfils the role of CEO of the Trust.

### **The Trust Executive Management Team**

The CEO leads the Trust Executive Management Team of the Trust which is made up of the head teachers, director of standards and chief financial officer. This group will manage the strategic planning of the Trust and support the operation of the Trust board.

### **The role of the Academy Head Teacher**

The Head Teacher is responsible for the day to day management of the academy / school. The Head Teacher will be line managed by the CEO but if there is delegation, would also report to the local governing body on those matters delegated to it.

### **The role of the Local Governing Body (LGB)**

The Trust board will establish an LGB for each school where it has determined to delegated powers to it, using the earned autonomy principles. The LGB will ensure arrangements are in place for the appointment of a chair, a minimum of two elected parents governors and elected staff governors (no more than one third of its membership). Responsibilities of the LGB may include:

- Building an understanding of how the school is led and managed and will determine what will be delegated

- Monitoring whether the school is:
  - Working within agreed policies
  - Is meeting the agreed targets
  - Managing its finances well
- Engaging with stakeholders
- Reporting performance to the board

As a committee of the Trust board, delegation can be removed at any time. A separate scheme of delegation is in place for each school within the Trust.

### **The role of an academy school advisory council**

The Trust board will establish an academy school advisory council and will appoint the chair, where delegation has been withheld from a school, under the principles of earned autonomy or mixed delegation. A minimum of two parent governors will be elected to the council and other governors appointed as required, including staff representative(s).

Those serving on the Council will be called Governors. The council may:

- Seek to understand how the school is led and managed: the academy headteacher will report termly on how the school is fulfilling the trust's ethos, vision and strategy
- Act as the panel when reviewing the head's decisions on exclusions, and parents' complaints
- Be the consultative body for the school's stakeholders
- Represent the school's stakeholders
- Forge links with the community
- Act as an ambassador for the school
- Seek to build up the capacity of the school advisory council, with the intent of being able to demonstrate to the Trust, a conversion into a Local Governing Body is practical

It is the intent of the Trust to seek to build up capacity and address any issues within an individual school, operating under an advisory school council, so as to enable that school to move to a local governing body, with delegated powers, over a period of time.

### **School Oversight Boards**

Where powers are withheld from a Local Governing Body, the Trust will exercise those powers through a School Oversight Board. Membership will comprise Trustees, the CEO, the Head, other Trust officers as required and the Chair and vice chair of the governing body. Only Trustees may vote in the event of a formal decision.

Currently there are no school Oversight Boards in place.

### **Training and Development**

All Members, Trustees and Governors should ensure they develop and maintain the necessary skills and knowledge to effectively discharge their roles, as set out in this scheme of delegation.

## Detailed scheme of Delegation

### 1. SCOPE

- 1.1 This scheme of delegation (**Scheme**) has been put in place from the Effective Date pursuant to Articles 100-107 and 137-138 of the Company's Articles and may be altered, added to or revoked by the Trustees or the Members of the Company in accordance with its Articles.
- 1.2 Unless the context requires otherwise, the definitions and rules of interpretation set out in the Articles shall apply in this Scheme.
- 1.3 In this Scheme the words "**shall**" and "**must**" are used to indicate something that is mandatory and usually reflect a specific legal, regulatory or contractual requirement. The word "**should**" is used in relation to matters which are not mandatory but are nonetheless recommended as good practice.
- 1.4 No provision of this Scheme shall be inconsistent with or shall affect or repeal anything contained in the Articles or the law. If there is any conflict between any provision of this Scheme and the Articles, the provision in the Articles shall prevail.
- 1.5 Subject to the Articles and this Scheme, in the event of any ambiguity the Trustees shall have the authority to rule on the interpretation of this Scheme.

### 2. BACKGROUND

- 2.1 The 1590 Trust (the **Company**) is a company limited by guarantee and exempt charity. In the language of the Department for Education the Company is also a "multi-academy trust" (**MAT**) as it carries on (or intends to carry on) more than one academy under one master funding agreement and a supplemental funding agreement in respect of each academy.
- 2.2 The Trustees of the Company (**Trustees**) are legally responsible for, and oversee, the management and administration of the Company and the academies carried on by the Company. Director and Trustee are used as interchange terms in the Academy sector, we have adopted the term Trustee for the purposes of governance arrangements.
- 2.3 The Company 'Conyers School' came into being on 1 February 2013. It changed its name to 'Conyers Trust' from 1 November 2016. It changed its name to 'The 1590 Trust' on 18<sup>th</sup> July 2018.
- 2.4 The Company and the Trustees are accountable to external government agencies including the Education and Skills Funding Agency, Ofsted and the Department for Education (including any successor bodies) for the quality of the education the Company provides. The Company is required to have systems in place through which the Trustees can assure themselves of quality, safety and good practice.

- 2.5 As an exempt charity, the Company is also accountable to the Education and Skills Funding Agency (in its capacity as the Company's principal regulator for the purposes of charity law) for how the Company furthers its charitable purposes for the public benefit. For the avoidance of doubt, as an exempt charity, the Company is not required or able to register with the Charity Commission.
- 2.6 The Trustees have resolved to constitute a local governing body (**Local Governing Body**) in respect of its Academies and to delegate certain of their powers to the Local Governing Body of each Academy pursuant to these Articles. For the avoidance of doubt the delegated powers may differ from one Local Governing Body to another under the principle of "earned autonomy".
- 2.7 This Scheme explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of each Academy, the respective roles and responsibilities of the Trustees and Local Governing Body, and their respective commitments to ensure the success of the Academies.
- 2.8 A model of the governance arrangements established by this Scheme is set out at Annex [A], page 18.

### 3. OBJECTS, ETHOS AND MISSION STATEMENT

- 3.1 The Charitable Objects of the Company, as set out in Article 4, are as follows:
- a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("the **mainstream Academies**") or educational institutions which are principally concerned with providing full- time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the **alternative provision Academies**") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the **16 to 19 Academies**") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("the **Special Academies**")
  - b. to promote for the benefit of inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and the object of improving conditions of life of the said inhabitants.

#### 4. MEMBERS AND THEIR RESERVE POWERS

- 4.1 Company law distinguishes between the Trustees and the **Members** of the Company albeit that some (but ideally not all) Members are also Trustees of the Company. In the context of a charitable company, the Members can be thought of as the 'conscience' of the Company, focused on its Objects and mission, and they provide longer term stability in this regard.
- 4.2 The Members may pass resolutions either in general meetings of the Company duly convened and held or by written resolution in accordance with the statutory procedure set out in Part 13 of the Companies Act 2006.
- 4.3 The Members have certain individual and collective rights under the Companies Act 2006 and the Articles, including the right:
- 4.3.1 to change the Company's registered company name by **special resolution**<sup>1</sup>;
  - 4.3.2 to amend the Articles by special resolution by special resolution;
  - 4.3.3 to appoint and remove additional Members by special resolution under Articles 15A and 16;
  - 4.3.4 to remove any founding Members by unanimous decision (excluding the Member in question) under Article 16;
  - 4.3.5 to requisition a general meeting of the Company under Article 20 and the Companies Act 2006;
  - 4.3.6 to waive their right to due notice by a decision of at least 90% of the Members under Article 21;
  - 4.3.7 to set a maximum number of Trustees by **ordinary resolution**<sup>2</sup> under Article 45;
  - 4.3.8 to appoint Trustees by ordinary resolution under Articles 46(a) and 50;
  - 4.3.9 to appoint Staff Trustees by ordinary resolution under Articles 46(b) and 50A;
  - 4.3.10 to remove any Trustee by ordinary resolution in general meeting under section 168 of the Companies Act 2006;
  - 4.3.11 to remove the Company's auditor by ordinary resolution in general meeting under section 510 of the Companies Act 2006;
  - 4.3.12 to alter, add to or repeal any rules or byelaws (including this Scheme) by ordinary resolution under Article 138.
- 4.4 The Members also have the right under Article 93 by special resolution to reserve powers to themselves which would otherwise be exercisable under the Articles by the Trustees, and to direct the Trustees to do or refrain from doing any particular act. This would only be relevant in exceptional circumstances.

4.5 In practice the Members (in their capacity as Members) will have a relatively small role in the management of the Company and almost no role in the day-to-day operation of the Academies.

4.6 Under Article 12 the Company shall have a minimum of three Members, but the Company intends, where possible, to have no less than five Members in accordance with DfE's current guidance. The Company shall not appoint any employees of the Trust, as Members.

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<sup>1</sup> A special resolution is passed by a majority of not less than (a) 75% of those Members present and voting at a quorate general meeting of the Company or (b) 75% of all the Members if voting by written resolution.

<sup>2</sup> An ordinary resolution is passed by (a) a simple majority of those Members present and voting at a quorate general meeting of the Company or (b) more than 50% of all the Members if voting by written resolution.

4.7 The Members of the Company as at the Effective Date are:

4.7.1 Mrs Pamela Brooks

4.7.2 Mr Martin Maggiore

4.7.3 Mrs Wendy McConnell

4.7.4 Ms Brenda Oxlee

4.8 As mentioned at clause 4.3.3 above, additional Members can be appointed and removed by special resolution of the Members under Article 15A.

4.9 Every person admitted as a Member shall either sign a written consent to become a Member or shall sign the Company's register of members.

## **5. TRUSTEES' POWERS AND RESPONSIBILITIES**

5.1 The Trustees have legal responsibility and decision-making authority for all the work and activities of the Company, including the establishing and running of its Academies.

5.2 The Trustees have a statutory obligation as company Trustees to promote the success of the Company having regard to the achievement of its Objects. Likewise, in their capacity as charity trustees the Trustees also have a duty to further the Company's Objects.

5.3 The Trustees shall have regard to the interests of all the Academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of any Academy.

5.4 Subject to the Members' powers (see clauses 4.3 and 4.4 above), the Trustees shall retain authority and responsibility for the following:

5.4.1 compliance with the provisions of the Funding Agreements with the Secretary of State;

5.4.2 preparation and approval of this Scheme under which the Academies are governed and subsequent amendments;

- 5.4.3 agreement of each Academy's annual funding in consultation with the relevant Local Governing Body;
- 5.4.4 compliance with the Academies Financial Handbook including (but without limitation) determination of procurement policies for the Company;
- 5.4.5 oversight of the finances of the Company and the Academies including (but without limitation) responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreements;
- 5.4.6 determination of the corporate planning and strategy for the Company and the Academies in consultation with the Local Governing Bodies;
- 5.4.7 determination, after consultation with the Local Governing Bodies, of the extent of the services provided by the Company to each Academy and how the costs should be allocated;
- 5.4.8 determination of the cash-flow policy for the Company and the Academies;
- 5.4.9 monitoring income and expenditure for the Company and the Academies;
- 5.4.10 setting financial targets each financial year;
- 5.4.11 determination of any additional financial and reporting targets for the Company and the Academies;
- 5.4.12 appointment of the Responsible Officer (if required);
- 5.4.13 appointment of internal auditors and, subject to the Members' powers under the Companies Acts, the appointment of the statutory auditors;
- 5.4.14 co-option of any Co-opted Trustees under Articles 47 and 58;
- 5.4.15 appointment of the Clerk and/or the Company Secretary (if any);
- 5.4.16 appointment of the Company's authorised official(s) and responsible officers in relation to HM Revenue and Customs for the purposes of charity tax status;
- 5.4.17 maintenance of a fixed asset register;
- 5.4.18 compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy;
- 5.4.19 determination of the published admission number, admissions policy and admission arrangements for each Academy in accordance with the School Admissions Code and the School Admission Appeals Code;
- 5.4.20 determination of the educational vision of the Academy in consultation with the Local Governing

Bodies including (but without limitation) determination of the Academy's Development Plan;

5.4.21 maintenance of standards at the Academies;

5.4.22 appointment of the Chief Executive Officer;

5.4.23 appointment of the Principal of each Academy in consultation with the relevant Local Governing Body;

5.4.24 human resources policies and procedures and terms and conditions of service.

## **6. COMPOSITION OF THE TRUSTEES**

6.1 Articles 45 to 47 set out a minimum and maximum number of various categories of Trustee and the total number of Trustees. In accordance with those Articles the Company shall have the following Trustees:

6.1.1 up to 10 Trustees appointed by Members by ordinary resolution under Article 50;

6.1.2 at least two and not more than six Parent Trustees (unless each Local Governing Body has at least two parent governors); the Trust has determined to have parent governors at each local governing body and therefore this section will not be applied;

6.1.3 employees of the Trust cannot be Trustees; and

6.1.4 up to two Co-opted Trustees, appointed by those Trustees who have not themselves been co-opted;

save that under Article 45 the Members may by ordinary resolution cap the total number of Trustees within the above limits.

6.2 The Trustees of the Company as at the Effective Date are:

6.2.1 Ms Frances Johnson

6.2.2 Mr Chris Beaumont

6.2.3 Professor Eileen Martin

6.2.4 Mr James Carter

6.2.5 Mr Norman Turvey

6.2.6 Mrs Lucy Fisher

6.2.7 Mr Andrew Wilson

6.2.8 Professor Christopher Linton

6.2.9 Mrs Sharon Reed

6.2.10 No Parent Trustee – the minimum number of required elected parents are serving on the local governing body (see 6.4).

6.3 The Members may appoint the Trustees by ordinary resolution.

6.4 It is intended that each Local Governing Body shall at all times have at least two parent governors (and consequently that Article 53 shall apply). In such circumstances it shall not be necessary to appoint any Parent Trustees under Articles 46(c) (albeit that the Company may opt to appoint or co-opt parents (if eligible and willing) to serve as Trustees or Co-opted Trustees). Where it is necessary to appoint any Parent Trustees under Article 46(c), the Trustees shall appoint Parent Trustees from among the parent members of the Local Governing Bodies or other parents of a registered pupil at any of the Company's Academies. Subject to remaining eligible for office under the Articles, a Parent Trustee shall remain in office as a Parent Trustee even if he or she ceases to be a parent member of a Local Governing Body or a parent of a registered pupil at any Academy.

6.5 The Trustees (other than any Co-opted Trustees ) may appoint Co-opted Trustees provided that that the total number of Trustees (including the Chief Executive Officer and any Staff Trustees) who are employees of the Company does not exceed one third of the total number of Trustees.

## **7. THE CHAIR**

7.1 The Trustees shall every other school year, at their first meeting in that year, elect the Chair and the Vice-Chair from among their number. The Vice-Chair shall deputise for the Chair in his or her absence.

7.2 The Chair is first among equals but has no individual power other than those powers which:

7.2.1 arise from common law;

7.2.2 are set out in the Articles; or

7.2.3 are delegated to him or her by or under this Scheme; or

7.2.4 are delegated to him or her by the Trustees themselves from time to time.

7.3 For example, the Chair normally presides at meetings of the Trustees and in such capacity he or she has responsibility (with assistance from the Clerk) to ensure that the meeting continues to flow smoothly by involving all Trustees present and by not permitting one or two Trustees to dominate the meeting. This could involve, for example, soliciting other Trustees' views, focussing the discussion if it wanders, concluding on one point and leading onto the next, highlighting important points, clarifying any misunderstanding, and reinforcing key messages.

7.4 Under Article 121 the Chair will have a second or casting vote in the event of a tied decision at a meeting of the Trustees (unless, in accordance with clauses 8.5 and 8.6 below, the Chair is unable to vote at all because he or she has a conflict of interests).

7.5 On occasions the Chair may need to take action in an emergency, but any such action must be reasonable and carried out in good faith and must then be reported to the Trustees as reasonably soon as possible for ratification by them.

## 8. PROCEEDINGS OF THE TRUSTEES

8.1 Subject to the Articles and this Scheme, the Trustees may regulate their own proceedings as they see fit.

8.2 The Trustees should meet promptly after the start of the school year and at least termly. For academic year 2023/24, the Trustees are expected to meet ten times. Trustees will sit as the 'Trust Board' but will designate a minimum of three meetings as the 'Audit and Finance Committee'. The programme of meetings will be set out in a Forward Plan for the year which Trustees will update as required.

8.3 A meeting of the Trustees may be called at any other time at the request of the Chair or any three Trustees (and in such circumstances the Clerk shall duly call a meeting of the Trustees).

8.4 Decisions of the Trustees should, where possible, be made by consensus. However, where necessary, decisions at a meeting shall be made by a simple majority of the Trustees present and voting.

8.5 Where a Trustee (or any family member) has or may have a personal or financial interest, directly or indirectly, in any transaction or arrangement with the Company, he or she shall declare the nature and extent of that interest. Likewise, where he or she owes or may owe a duty to a third party or has any interest in a third party which conflicts or may conflict with a duty owed to the Company or any interest of the Company, he or she shall declare the nature and extent of that duty or interest.

8.6 A person must absent himself from any discussions at the meeting in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any personal or financial interest) and shall have no vote on the matter in question and shall not be counted in the quorum in relation to such vote.

8.7 The Trustees shall keep and maintain a register of interests including personal and financial interests of the Members, the Trustees, the members of the Local Governing Bodies, the Chief Executive Officer, the Principals and other senior staff and, in each case, their close family members.

8.8 Subject to any resolution of the Members, the Trustees may from time to time adopt and amend a code of conduct (**Code of Conduct**) to encourage principles of good governance and the Trustees shall comply with the Code of Conduct (if any). The Members may opt to exercise their right to remove a Trustee if, for example, a Trustee fails to comply with the Code of Conduct (if any).

8.9 Under Article 123 the Trustees may make decisions in writing outside a meeting of the Trustees. Such a decision must be signed by all the Trustees entitled to receive notice of a meeting of Trustees and

may consist of several documents in the same form, each signed by one or more of the Trustees. For these purposes "**signed**" may include electronic copies or representations of a signature.

## **9. CHIEF EXECUTIVE OFFICER**

9.1 The Chief Executive Officer is entrusted with executive decision-making authority to oversee and carry on the Academies in accordance with those powers which are:

9.1.1 set out in his or her contract of employment and/or job description;

9.1.2 set out in the Articles;

9.1.3 delegated to him or her by or under this Scheme; or

9.1.4 delegated to him or her by the Trustees themselves from time to time.

9.2 The Chief Executive Officer shall be accountable to the Trustees. The Chief Executive Officer will not be one of the Trustees.

9.3 The Chief Executive Officer shall be the "**accounting officer**" for the purposes of the Company's relationship with the Education and Skills Funding Agency. This means that he or she is designated as accountable for regularity, propriety and value for money. The Chief Executive Officer shall also be the accountable officer in relation to standards.

9.4 The Chief Executive Officer shall be the statutory head teacher at one or more Academy and may exercise the ordinary powers and functions of a head teacher.

10. The Chief Executive Officer will be line manager for the Headteacher at each Academy and, in consultation with the Trustees, may delegate to each Headteacher such of his or her functions and responsibilities as he or she reasonably sees fit.

## **COMMITTEES AND LOCAL GOVERNING BODIES**

10.1 Articles 100-101 provides for the appointment by the Trustees of committees to whom the Trustees may delegate certain of their functions.

10.1.1 The Trustees shall establish an **Audit and Finance Committee** which shall oversee and review the Company's finances, premises and staffing. This shall also act as the Audit Committee which shall oversee and review the financial management of the Company having regard to the requirements of the Academies Trust Handbook. The terms of reference for the Finance Committee are set out at Appendix 1. (This is covered at 8.2)

- 10.1.2 The Trustees established a **School Improvement Committee** to oversee and review educational standards and attainment at the Academies within the MAT. The terms of reference for the School Improvement Committee are set out at Appendix 1.
- 10.2 The Trustees have the power to delegate under Articles 105-106, responsibility for the running of the individual Academies from the Effective Date shall (subject to this Scheme) to separate committees established by this Scheme and which shall each be known as the **Local Governing Body**. Subject to the provisions of this Scheme, the Local Governing Bodies may itself sub-delegate certain of its responsibilities to sub-committees.
- 10.3 The constitution, membership and proceedings of each Local Governing Body are determined by the Trustees in accordance with the Articles and this Scheme. These details were be published on the relevant school website.
- 10.4 The Schedules and Appendices to this Scheme set out the scope of authority delegated to each Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission in furtherance of the Company's Objects. For the avoidance of doubt the delegated powers may differ from one Local Governing Body to another under the principle of "earned autonomy".
- 10.5 The Trustees may revoke any matters delegated to a **Local Governing Body**. This would usually be where there are significant concerns about the capacity of that local governing body to discharge its role or the performance of school. This would be by passing a resolution at a meeting of the Trust.

## 11. MISCELLANEOUS MATTERS

- 11.1 The Trustees and all members of the Local Governing Bodies each have a legal duty to act independently and not as agents of those who may have appointed them and they shall act with integrity, objectivity and honesty in the best interests of the Company and its Academies and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 11.2 The Trustees shall review its policies and practices on a regular basis, having regard to views of each Local Governing Body from time to time, in order to ensure that the governance of the relevant Academy is best able to adapt to the changing political, legal, financial and educational environment.
- 11.3 Each Local Governing Body shall provide such data and information regarding the business of the relevant Academy and the pupils attending the relevant Academy as the Trustees may require from time to time.
- 11.4 Each Local Governing Body shall submit to any inspections by the Trustees or any inspections pursuant to Part 1 of the Education Act 2005.

11.5 The Local Governing Bodies shall each work closely with, and shall promptly implement any advice or recommendations made by the Trustees in the event that intervention is either threatened or is carried out by the Secretary of State. The Trustees expressly reserve their unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme in such circumstances.

11.6 The Local Governing Bodies each acknowledge that the Trustees have legal responsibility for the management of the Company including the running of the Academy. Furthermore, the Local Governing Bodies each acknowledges that its powers are limited to those delegated by the Trustees under the Scheme and are revocable by the Members or Trustees at any time in accordance with the Articles.

## **12. ANNUAL REVIEW**

12.1 This Scheme shall operate from the Effective Date in respect of the Company and its Academies. The Trustees shall have the absolute discretion to review this Scheme at least on an annual basis.

12.2 In considering any material changes to this Scheme or any framework on which it is based, the Trustees shall have regard to, and give due consideration of, any views of the Local Governing Bodies.

## **Annex A**

### **The 1590 Trust committee roles and remits**

#### **A. Members**

Membership – all Members. Minimum of one Annual General Meeting. Quorum of three.

#### **B. The 1590 Trust Board**

**Membership** - the Trustees. 10 meetings per annum with a minimum of three meetings designated as the Finance and Audit Committee (see B). Supported by the Chief Executive and Director of Finance and Operations.

Quorum – 3 Trustees.

#### **Roles and remit**

1. To determine the governance structure for the Trust and each Local Governing Body (LGB). To determine terms of reference for all Trust and LGB committees. To appoint and remove Committee and LGB Chairs.
2. To review the effectiveness of governance on an annual basis and develop effective succession plans for the trust. To agree arrangements for Trustee monitoring.
3. To develop the vision and strategy for the trust agreeing key priorities and key performance indicators against which progress can be measured.
4. To determine the annual staffing establishment and structure including teaching and support staff across the Trust.
5. To ensure the conduct of a review of the staffing establishment in the Spring Term in conjunction with an audit of curriculum requirements in order to inform the annual budget-setting across all schools in the Trust.
6. To update on an annual basis the Pay Policy and Appraisal Policy for all Trust schools.
7. To undertake the annual salary review of teachers including those on the leadership spine in the context of the Pay Policy and statutory criteria.
8. To appoint a minimum of three trustees to carry out the annual Appraisal of the Chief Executive (with the assistance of an external adviser). To agree the CEO pay award.
9. To consider such staffing issues as are highlighted by the Chief Executive.
10. To determine and approve Trust wide policies which reflect the Trust's ethos and values including but not limited to data protection & freedom of information, staffing policies including capability, discipline, conduct and grievance and any other policies assigned to the Trust Board for ratification as part of the Trust Policy Framework.

11. To consider such matters relating to Health & Safety, Premises, Asset Management, Go Sport as are highlighted by the Chief Executive or Governing Body.
12. To agree auditing and reporting arrangements for matters of compliance, including the receiving of monthly management accounts.

### **C. The 1590 Trust Audit and Finance Committee**

**Membership** - the Trustees. Meeting of the Trust Board, designated as the Audit and Finance Committee, minimum of three times per year. Supported by the Chief Executive and Director of Finance and Operations.

**Quorum** – 3 Trustees

#### **Remit and role**

1. To establish financial procedures policy statements and ensure that they are regularly reviewed and where necessary, updated.
2. To consider consultations under any applicable regulations and advise the trustees accordingly.
3. To ensure that the Trust operates within all Financial Regulations including the requirements of the ESFA and Academies Handbook, Company's Act and Charity Commission guidance.
4. To appoint the Chief Financial Officer for the delivery of the Trust's accounting processes.
5. To establish and review the scheme of financial delegation for the Trust and each school
6. To act as the audit committee for the Trust and receive and respond to the external auditor's reports, in particular the annual report and accounts.
7. To establish and maintain an up-to-date three year financial plan.
8. To agree any central support services budget and/or charge to each school within the Trust.
9. To approve the formal annual budget plan for each school, as presented by the DFO.
10. To manage risk: to establish a register and review and monitor regularly.
11. To receive monthly management accounts and the termly 'Finsum Reports' for each school's budget.
12. To review annually charges and remissions and expenses policies.
13. To ensure robustness of benchmarking and trust wide value for money.
14. To review and approve such payments and contracts, in line with the financial scheme of delegation, which are above the level of authorisation by the Chief Executive, Head

teacher and Director of Finance and Operations.

15. To consider any other matter requested by the trustees.

Note. The day to day management of the budget of each school is delegated to the Head teacher in accordance with the school's Financial Handbook. The Head teacher will be guided by the professional advice and support of the Director of Finance and Operations.

## D. The School Improvement Committee

**Membership** - Independent Chair (Ms Diane McConnell) three Trustees (Prof Eileen Martin, Mr Andrew Wilson, Mrs Sharon Reed), Chief Executive (Mrs Louise Spellman) Deputy Chief Executive (Mr. John Downs) Executive Headteacher (Maria Carlton) Drawing upon the Director of Finance and Operations (Mrs Katy Riley), Head teachers and chairs of LGB as required.

Meeting in September and February.

### Remit

1. Conduct a formal review of the performance of each school twice each academic year.
2. Categorise each school into one of six categories, based on the review of performance so as to determine the level of support and intervention required for each school across the Trust.
3. Oversee and direct that support and intervention.
4. Liaise with each local governing body in terms of their role in monitoring educational performance
5. To conduct any other business as may be requested by the Trustees.

In reviewing the performance of each school within the Trust the Committee will consider:

<b>Educational Standards</b>	<b>Finance</b>	<b>Safeguarding</b>
The OfSTED Framework	Current budget	DBS checks (termly)
The most recent OfSTED report	Projected budget for the next financial year	Details of any formal safeguarding complaints
School Self Evaluation and School Improvement Plan, including progress against the plan	The effectiveness of financial planning	
School Improvement Adviser Reports	Planned actions to support financial effectiveness	
Annual and in year performance data	Projected student / pupil rolls	
Compliance checks; website (eg. Policy documents, SEND, PP and Sports Grant reports. Compliance with agreed policies.		
Trustee and Academy Council reports throughout the academic year		

Student, Parent and Staff annual feedback analysis

### Table of Delegated Decision Making

Area	Decision	Delegation					
		Members	Trust Board	Chief Executive CEO	Oversight Board (where in place)	Local Governing Body LGB	Academy Head teacher
Governance framework							
People	Members: Appoint/Remove	✓					
	Trustees: Appoint/Remove	✓					
	Role descriptions for Members	✓					
	Role descriptions for Trustees /chair / specific roles /committee members: agree		✓				
	Parent Trustee/committee member: elected		✓		✓	✓	
	Committee chairs: appoint and remove		✓	A			
	LGB chairs: appoint and remove		✓	A	✓	✓	
	Clerk to board: appoint and remove		✓				
	Clerk to LGB: appoint and remove				✓	✓	
Systems and Structures	Articles of association: agree and review	✓	A	A			
	Governance structure (committees) for the Trust: establish and review annually		✓	A			
	Terms of reference for Trust committees (including finance, audit and standards): agree annually		✓	A			
	Terms of reference for Local Governing Body (LGB) / local committees: agree and review annually		✓	A			
	Skills audit: complete and recruit to fill gaps		✓	A	✓	✓	A
	Annual self-review of Trust board and committee performance		✓				
	Annual self-review of LGB and committee performance		✓		✓	✓	
	Chairs and Trustees performance and contribution		✓		✓	✓	

The 1590 Trust Scheme of Delegation

	Succession plan (of the Board or LGB)		✓	A	✓	✓	A
	Forward Plan or annual schedule of business for Trust board		✓	A			
	Trust governance details on trust and academies' websites: ensure		✓	A			
	Academy governance details on academy website: ensure			A	✓	✓	A
	Annual schedule of business for LGB			A	✓	✓	A
Reporting							
	Register of all interests, business, pecuniary, loyalty for Members/Trustees/committee members: establish and publish		✓	A			
	Annual report on performance of the trust: to Members and publish		✓	A			
	Annual report & accounts, accounting policies, signed statement on regularity, propriety and compliance		✓	A			
	Annual report work of LGB: submit to Trust & publish				✓	✓	A
Being Strategic							
	Determine trust wide policies which reflect the Trust's ethos and values including all HR staffing policies: (see Policy Framework below): approve		✓	A			
	Determine school level policies reflective of the school's ethos and values (set out in each individual school scheme of delegation): approve				✓	✓	A
	MAT central charges: agree		✓	A			
	Management of risk: establish register, review and monitor		✓	A	✓	✓	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			

The 1590 Trust Scheme of Delegation

	Schools vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine			A	✓	✓	A
	Chief executive officer: Appoint and dismiss		✓				
	Academy Head Teacher : Appoint and dismiss			A	✓	✓	
	Budget plan to support delivery of Trust key priorities: agree		✓	A			
	Budget plan to support delivery of school key priorities: agree				✓	✓	A
	Trust's staffing structure: agree		✓	A			
	School staffing structure: agree (within the establishment totals agreed by the Trust as part of the Budget for each school).				✓	✓	A
Holding to Account							
	Auditing & reporting arrangements for matters of compliance (eg safeguarding, H&S, employment): agree		✓	A	✓	✓	A
	Reporting arrangements for progress on key priorities: agree		✓	A	✓	✓	A
	Performance management of the CEO: undertake		✓				
	Performance management of the principal(s): undertake			A	✓	✓	
	Trustee monitoring: agree arrangements		✓	A			
	LGB monitoring: agree arrangements				✓	✓	A
Ensuring Financial Probity							
	Appoint Chief Financial Officer		✓	A			
	Trust's scheme of financial delegation: establish and review		✓	A			
	School's scheme of financial delegation: establish and review		✓	A	✓	✓	A

The 1590 Trust Scheme of Delegation

	External auditors' report: receive and respond		✓	A			
	CEO pay award: agree		✓				
	Academy Head Teacher pay award: agree			A	✓	✓	
	Staff appraisal procedure and pay progression: monitor and agree		✓	A	✓	✓	A
	Benchmarking and trust wide value for money: ensure robustness		✓	A			
	Benchmarking and academy value for money: ensure robustness				✓	✓	A
	Develop Trust wide procurement strategies and efficiency savings			✓			
	Set Capital budgets and Estates Strategy: approve		✓	A			