

Nunthorpe Multi Academy Trust

# Nunthorpe Multi Academy Trust - Terms of Reference and Scheme of Delegations

To be read in conjunction with the Articles of Association

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## MAT TERMS OF REFERENCE DRAFT

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## **INTRODUCTION**

As a charitable company limited by guarantee, Nunthorpe Multi Academy (“NMAT”) is governed by a Board of Trustees (the “Trustees”) who are responsible for, and oversee the general control, management and administration of the Trust and the academies run by the Trust. Nunthorpe Academy and Rye Hills Academy are the two academies within NMAT and are referenced within this document as (the “Academies”).

The Trustees are accountable to external government agencies including the Department for Education (including any successor bodies) and Charity Commission for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.

The Trust has entered into a Master Funding Agreement dated 5 December 2016.

In order to discharge these responsibilities, the Trustees appoint people who are more locally based to serve on a governing body (the “Local Governing Body”) which have been established to ensure good governance of the Academies.

The Scheme of Delegation (see appendix 1) explains: the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Trust; the respective roles and responsibilities of the Members, Trustees and the Local Governing Body and the commitments to each other to ensure the success of the Trust.

The Terms of Reference and the Scheme of Delegation have been put in place by the Trustees from the Effective Date in accordance with the provisions of the Trust’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

## **VISION, VALUES, COMMITMENT AND OBJECTIVES.**

### **Vision**

The Trust will strive to ensure that our academies respond to the context of their local community, maintain elements of their own unique character and deliver the best possible outcomes for young people within Trust frameworks.

All of our students have an entitlement to be provided with opportunities that allow them to achieve their potential, and ensure that they make a valuable contribution as members of their community.

All of our staff must demonstrate high expectations in a climate of challenge and support based upon quality assured accountability.

### **Values**

- To always have students at the forefront of our thinking.
- To consistently have high aspirations, high expectations and high standards for all of our students and staff.
- Effective collaboration through challenging partnerships within the Trust and through the networks that our Academies work within.

- Supporting colleagues to improve the educational experiences of young people across the Tees Valley.
- Seeking, valuing and responding to parents, carers and all other stakeholders' contributions.

## Commitment

- To raise standards and improve the life chances of young people in the communities that we work within.
- Collaboration across Academies including moderation and training/support across Departments and key stages.
- To create coaching and leadership opportunities. Use rigorous Performance Management to allow fast track pay progression and career development to reward outstanding practitioners and thus assist the retention of high quality staff.
- To recruit the best specialist teachers for our young people. Where possible utilising the high calibre 'North East Schools Teaching Alliance' trainee teachers, ensuring that our Newly Qualified Teachers (NQTs) are of the highest standard and are already part of the NMAT family.
- To use competition as a vehicle to raise standards. To be driven by the desire for all to exceed national measures and comparators by developing healthy competition between Departments and Academies.
- Sharing learning from other Academies (within and beyond the region) to drive further improvement for our students.
- Ensure the efficiency of economies of scale in terms of staffing, training, Finance, HR etc.
- To develop Alternative Education/personalised curriculum/SEN provision opportunities across NMAT. Specialist school support services to work across our Academies.
- Establish more extended school/enrichment opportunities for our students.
- To expand the Trust only when confident that it will not detract from the current high quality support and challenge.

## Objectives

- Sustained or 'working with urgency towards' high performance and outcomes for existing academies.
- Building capacity and expertise to enable all academies (existing, new converter and sponsor) to progress to become 'Outstanding' as soon as possible.
- When capacity allows, to utilise the high quality provision within the existing Trust to sponsor another less than 'Good' Academy to help them to improve.
- Attracting like-minded existing 'Good' or 'Outstanding' Academies into the Trust to help build capacity.
- Building a Trust in line with the growth strategy.
- Secure controlled growth according to a coherent plan and pace approved by the Regional Schools Commission (RSC).

## CONSTITUTION OF THE TRUST GOVERNANCE STRUCTURE

The Trust governance structure consists of three tiers of responsibility: Members, Trustees and Governors.

### Members

The Members of the Trust are the signatories to the Memorandum of Association and will have agreed the Articles of Association.

The number of people who may be appointed as a member of the Trust shall be no less than three but, unless otherwise determined by the Trustees, shall be subject to no maximum.

An employee of the Trust cannot be appointed a Member of the Trust.

Please refer to the Articles of Association for more details regarding: the appointment, removal, and responsibilities of Members.

## Trustees

The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Trustees have the power to direct change where required.

The Trustees have a duty to act in the fulfilment of the Trust's charitable objects, as set out in its Articles of Association which are as follows:

"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:

- (i) offering a broad and balanced curriculum (the "Academies"); or
- (ii) specially organised to make special educational provision for pupils with Special Educational Needs ("the Special Academies"); and

to promote for the benefit of the inhabitants of the communities served by the Academies or Special Academies and the surrounding areas 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 with the objects of improving the condition of life of the said inhabitants."

The Trustees will have regard to the interests of all academies for which the Trust is responsible in deciding and implementing any policy or exercising any authority in respect of an Academy.

Articles 100 and 101 provide for the appointment by the Trustees of committees to whom the Trustees may delegate certain of the functions of the Trustees. In further recognition of the Trustees' power to delegate under Articles 105 to 106, responsibility for the running of the Academies from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Body of the Academy.

The constitution, membership and proceedings of the Local Governing Body are determined by the Trustees and the Terms of Reference for each academy. The Trust Scheme of Delegation expresses such matters and acknowledges the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission.

The Trustees retain authority and responsibility for those areas listed (see Appendix 1).

The number of Trustees shall be no less than three but, shall not be subject to a maximum.

The Trust may also have any Co-opted Trustee appointed under Article 58. The trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Trust exceed one third of the total number of Trustees.

The term of office for any Trustee shall be four years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected (with the exception of Staff and Parent Trustees) at the Annual General Meeting.

The Trustees shall each school year (re-) elect a Chair and Vice chair from among their number. A trustee who is employed by the Trust shall not be eligible for election as Chair or Vice Chair.

Please refer to the Articles of Association for more details regarding: the appointment, removal, suspension and disqualification of Trustees.

## **Local Governing Body**

The number of people who shall sit on a Local Governing Body (the "LGB") shall be not less than three but, unless otherwise determined by the Trustees, shall not be subject to any maximum. The number of governors will be related to the effectiveness of the Local Governing Body.

The Local Governing Body shall have the following members:

Members appointed under Article 100 should be people who should have a range of skills and experience enabling them to make a significant contribution to governance of the Academy;

At least one staff member appointed;

At least two parent members elected or appointed under Article 101A;

Community members

The Head of School of the Academy (the "HoS"); and

The Local Governing Body may also have co-opted members appointed under Article 58.

Any independent Trustees (not affiliated with any Local Governing Body) with the approval of the Chair of the Board of Trustees can attend any meetings of the Local Governing Body. Any such Trustee attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Trust.

A Governor who is employed by the Trust shall not be eligible for election as Chair or Vice Chair.

## **APPOINTMENT OF GOVERNORS**

The Trust (subject to relevant elections for staff or parent governors) may appoint suitable persons to serve on the Local Governing Body, ensuring that the people serving on the LGB between them have an appropriate range of skills and experience in order to effectively meet the requirements of Governorship and due attention is given to succession planning.

The LGB may appoint persons who are employed at the Academy to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Head of School (HoS)) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.

The HoS shall be treated for all purposes as being an ex officio member of the Local Governing Body.

Unless the Trustees agree otherwise and subject to Article 101A, the parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.

The Local Governing Body will consist of Community, Parent and Staff governors.

In addition, the Local Governing Body may appoint up to three persons to be “Co-opted” to the Local Governing Body. A person who shall be “Co-opted” to the Local Governing Body means a person who is to serve on the Local Governing Body without having been appointed or elected to serve on the Local Governing Body. The Local Governing Body may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Local Governing Body would exceed one third of the total number of persons serving on the Local Governing Body (including the HoS).

The term of office for any person serving on the Local Governing Body shall be four years, save that this time limit shall not apply to the Head of School and persons who are “Co-Opted” to the Local Governing Body who shall serve for 1 year. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Local Governing Body.

Please refer to the Articles of Association for more details regarding: the removal, suspension and disqualification of Governors (please read relevant paragraphs regarding Trustees).

## **CLERK TO THE TRUSTEES**

The Clerk shall be appointed by the Trustees for such term as they may think fit; and any Clerk appointed may be removed by them. The Clerk shall not be a Trustee or the Executive Principal.

## **DELEGATED POWERS**

Subject to Article 93, the Scheme of Delegation (Appendix 1) and in accordance with the provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in the Scheme of Delegation, the powers given by way of the Scheme of Delegation shall not be limited by any special power given to the Trustees by the Article or the Local Governing Body by way of this scheme of delegation and a meeting of Trustees at which a quorum is present may exercise all the powers so delegated.

Except as provided for in the Scheme of Delegation, in addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Trustees shall have the following powers, namely:

- a. to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- b. to enter into contracts on behalf of the Academy Trust.

In the exercise of their powers and functions, the Trustees may consider any advice given by the Executive Principal and any other executive officer.

Any bank account in which any money of the Academy Trust is deposited shall be operated by the Trustees in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Trustees.

## **CONFLICTS OF INTEREST**

Any Trustee or governor who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee or member of the Local Governing Body shall disclose that fact to the Trustees or Local Governing Body as soon as they become aware of it. A person must absent themselves from any discussions of the Trustees or Local Governing Body in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and/or Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

For the purpose of Article 97, a person has a Personal Financial Interest if he is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

In any conflict between any provision of the Scheme of Delegation and the Articles, the Articles shall prevail.

Any disagreement between the members of the Local Governing Body and the HoS (or any subcommittee of the Local Governing Body) shall be referred to the Trustees and/or the Executive Principal for their determination subject to the Scheme of Delegations.

There is potential for a conflict between a person's duty as a governor to their respective school and their duty as a Trustee to the Trust. A trustee must ensure they consider and promote the needs of each individual school for the benefit of the Trust and not simply focus on achieving the best outcome for their own academy.

## **ANNUAL REVIEW**

The Scheme of Delegation shall operate from the Effective Date in respect of each named Academy.

The Trustees will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.

In considering any material changes to this Scheme of Delegation or any framework on which the following is based, the Trustees will have regard to and give due consideration of any views of the Local Governing Body.

## **BOARD OF TRUSTEES**

The Board of Trustees shall meet at least six times in every school year. Meetings of the Board of the Trustees shall be convened by the Clerk to the Board of Trustees, and paperwork provided to all Trustees at least 10 working days in advance of the meeting.

The Board of Trustees will undertake the duties of the Audit Committee for the Trust as appropriate.

The minutes of the proceedings for a meeting of the Trustees shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall



be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as chairman thereof.

## **RESERVATION AND DELEGATION OF POWERS**

The Trustees, having overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of schools, may exercise for themselves functions and powers delegated to the Finance Committee and Local Governing Body under the Scheme of Delegation in accordance with the provisions of Appendix 2 in the event of one of the following circumstances occurring:

1. an Academy is placed in Special Measures following an Ofsted inspection;
2. an Academy is advised of "Serious Weaknesses" following an Ofsted inspection;
3. an Academy is advised that it "Requires Improvement" following an Ofsted inspection;
4. in the absolute discretion of the Trustees, an Academy is deemed not to be acting in accordance with the Scheme of Delegation or is otherwise not acting in accordance with the Vision and Aims/Objectives of the Trust as set out in Article 4.

The Trustees may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Executive Principal or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.

Subject to the Articles, the Trustees:

1. will appoint a NMAT Finance Committee
2. will 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
3. may establish any other committee.

A Trustee, committee (including any Local Governing Body), the Executive Principal or any other holder of an executive office to whom a power or function of the Trustees 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 Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees 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 Trustees may impose, and may be revoked or altered by the Trustees.

The Trustees may delegate such powers and functions as they consider are required by the Executive Principal and the Heads of School for the internal organisation, management and control of the Academies.

Subject to the Scheme of Delegation, the Local Governing Body may establish any subcommittee. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Trustees.

Subject to the Articles, the terms of reference, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference and membership of any committee of the Trustees shall be reviewed at least once in every twelve months.

## **TRUSTEES' DISCRETION**

The Trustees may override provisions relating to delegation to the Finance Committee and Local Governing Body contained in this Scheme where, in their absolute discretion, they deem it necessary for the efficient operation of the Academy or the Trust.

If the Trustees decide to exercise their power under this Article 93 the Chair of Trustees and the Executive Principal shall be authorised to exercise this right.

## **NMAT FINANCE COMMITTEE**

The Committee is required to fulfil its responsibilities as set out in these Terms of Reference in line with the Academies Financial Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education.

To ensure sound management of the Trust's finances and resources, including proper planning, monitoring, probity and value for money.

To demonstrate to the public that the pay of senior staff is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the Trust.

The Finance Committee will meet six times in each academic year. The Chair or any two members may call a meeting. The Committee will consist of five Trustees. Members of the Committee are appointed annually. The Chair of the Board shall be a member of the Committee.

Other Trustees shall also have right of attendance but may not have full participation rights in meetings. The Executive Principal will be an ex officio member of the Finance Committee.

The Chair of the Finance Committee will be appointed by the Board and will not be the Executive Principal. If the Chair is absent from a meeting, the members shall choose another Trustee to act as chair for that meeting.

The Finance Committee will be quorate if at least three members (or at least one third if greater) of those members eligible to vote are present. Decisions to be made at meetings of the Committee shall be determined by a majority of votes of members present and voting. Where there is an equal division of votes the Chair shall have a second or casting vote.

NMAT's Chief Finance Officer and other members of the Trust's staff may be invited to attend, but will have no voting rights.

The meeting agenda will be agreed in advance by the Chair of the Finance Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

The Clerk to the Board (or appointed deputy) shall be the Clerk to the Committee. However, the Clerk can be required to withdraw from that part of any meeting at the instruction of the Committee. In these circumstances, one of the Committee members will act as a temporary Clerk to minute the proceedings of the Committee or a deputy may attend.

Minutes of meetings will be taken and submitted to the next scheduled meeting of the Full Board once approved in draft by the Chair of the Committee.

The Finance Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board of Trustees for approval.

The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

## **LOCAL GOVERNING BODY (“LGB”)**

Whilst the Local Governing Body shall be responsible for ensuring that the Academies are conducted in accordance with its vision, aims and values referred to in Article 4, the determination of the Academy’s ethos and mission statement shall be the responsibility of the Trustees.

At all times, the Trustees and the Local Governing Body shall ensure that the Academy is conducted in accordance with the object of the Trust, and any agreement entered into with the Secretary of State for the funding of the Academy.

The Local Governing Body shall comply with the obligations set out in the Appendix 1 which deals with the day to day operation of the Local Governing Body.

The Local Governing Body will adopt and will comply with all policies of the Trustees communicated to the Local Governing Body.

The Trustees and all members of the Local Governing Bodies have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Trust and the respective Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

In accordance with the Scheme of Delegation, the Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees from time to time, in order to ensure that the governance of the Academies are best able to adapt to the changing political and legal environment.

The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.

The Local Governing Body shall 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 and the Trustees expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under the Scheme of Delegation in such circumstances.

The Trustees may ask staff, (in negotiation with the relevant Head of School and the individual concerned) to work in other areas of the Trust than their current employment, on tasks and activities which are commensurate with their skills and experience. This is intended to provide career and professional development opportunities for staff.

The Trustees shall ensure that any Local Governing Body shall include at least 2 Parent Governors.

Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.

The Local Governing Body shall meet at least six times in every school year. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body, and paperwork provided to all Trustees at least 5 working days in advance of the meeting.

The minutes of the proceedings for a meeting of the Local Governing Body shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the

meeting; and shall be signed (subject to the approval of the LGB) at the same or next subsequent meeting by the person acting as chairman thereof.

Provided that where the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

Subject to Article 117 regarding Trustees, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.

The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as Chair thereof.

The Chair shall ensure that copies of minutes of all meeting of the Local Governing Body shall be provided to the Trustees as soon as reasonably practicable after those minutes are approved.

## **INDEMNITY**

Subject to the provisions of the Companies Act 2006 every member of the Board of Trustees and/or Local Governing Body or other officer or auditor of the Trust acting in relation to the Academy shall be indemnified out of the assets of the Trust against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

## **GDPR**

The trust is the legal entity responsible for the processing of personal data and compliance with data protection law in all its academies, provided that the academies do not have any legal status separate from that of the trust.

## Appendix 1 – SCHEME OF DELEGATION

SCHEME OF DELEGATION RESPONSIBILITY KEY:

| Key      |   |
|----------|---|
| Blue box | Function <b>cannot</b> be legally carried out at this level.        |
| ✓        | Action to be undertaken at this level                               |
| ✓        | Action to be undertaken at this level                               |
| A        | Provide advice and support to those accountable for decision making |
| <>       | Direction of advice and support                                     |

| Area                   | Decision   | Delegation |             |                     |     |     |
|------------------------|--|------------|-------------|---------------------|-----|-----|
|                        |  | Members    | Trust Board | Executive Principal | LGB | HoS |
| Governance framework   |  |            |             |                     |     |     |
| People                 | Members: Appoint/Remove  | ✓          |             |                     |     |     |
|                        | Trustees: Appoint/Remove (where appropriate see ToFR)  | ✓          |             |                     |     |     |
|                        | Role descriptions for members  | ✓          |             |                     |     |     |
|                        | Role descriptions for trustees/chair/<br>specific roles/committee members: agree   |            | ✓           | <A                  |     |     |
|                        | Governors: elected (including process if not elected)  |            | ✓           |                     | ✓   |     |
|                        | Committee chairs: appoint and remove (as applicable)   |            | ✓           | <A                  |     |     |
|                        | LGB chairs: appoint and remove   |            | ✓           | <A                  | ✓   |     |
|                        | Clerk to board: appoint and remove   |            | ✓           |                     |     |     |
|                        | Clerk to LGB: appoint and remove for Full Board. Subcommittees can be organised by the LGB (as applicable)                                     |            | ✓           |                     | ✓   |     |
| Systems and structures | Articles of association: agree and review  | ✓          | <A          | <A                  |     |     |
|                        | Governance structure (committees) for the trust: establish and review annually. Clerk to the LGB to record.                                    |            | ✓           | <A                  |     |     |
|                        | Terms of reference for trust committees (including audit if required, and scheme for school committees): agree annually                        |            | ✓           | <A                  |     |     |
|                        | Terms of reference for LGB/local committees: agree and review annually (delegation of this to LGB will be decided on a school by school basis) |            | ✓           | <A                  |     |     |
|                        | Skills audit: complete and recruit to fill gaps  |            | ✓           | <A>                 | ✓   | A   |

| Area                   | Decision   | Delegation |             |                     |     |     |
|------------------------|--|------------|-------------|---------------------|-----|-----|
|                        |  | Members    | Trust Board | Executive Principal | LGB | HoS |
| Systems and structures | Annual self review of trust board and committee performance: complete annually   |            | ✓           |                     |     |     |
|                        | Annual self review of LGB performance: complete annually   |            |             |                     | ✓   |     |
|                        | Chair's performance: carry out 360 review periodically   |            | ✓           |                     | ✓   |     |
|                        | Trustee / committee member contribution: review annually   |            | ✓           |                     | ✓   |     |
|                        | Succession: plan   |            | ✓           | <A>                 | ✓   | A   |
|                        | Annual schedule of business for trust board: agree   |            | ✓           | <A                  |     |     |
|                        | Annual schedule of business for LGB: agree   |            |             | A>                  | ✓   | A   |
| Reporting              |  |            |             |                     |     |     |
| Reporting              | Trust governance details on trust and academies' websites: ensure  |            | ✓           | <A                  |     |     |
|                        | Academy governance details on academy website: ensure  |            | ✓           | <A                  |     |     |
|                        | Register of all interests, business, pecuniary, loyalty for members/trustees/committee members: establish and publish  |            | ✓           | <A                  |     |     |
|                        | Annual report on performance of the trust: submit to members and publish   |            | ✓           | <A                  |     |     |
|                        | Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit |            | ✓           | <A                  |     |     |
|                        | Annual report work of LGB: submit to trust and publish   |            |             |                     | ✓   | A   |

| Area            | Decision  | Delegation |             |                     |     |     |
|-----------------|---|------------|-------------|---------------------|-----|-----|
|                 |   | Members    | Trust Board | Executive Principal | LGB | HoS |
| Being Strategic |   |            |             |                     |     |     |
| Being Strategic | Determine trust wide policies which reflect the trust's ethos and values (facilitating discussions with unions where appropriate) including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, admissions; SEND; safeguarding and child protection; curriculum; behaviour, conduct and grievance: approve |            | ✓           | <A                  | <A  |     |
|                 | Determine school level policies which reflect the school's ethos and values to include e.g.: approve  |            |             | ✓                   | ✓   | <A  |
|                 | Central spend / top slice: 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                  |     |     |
|                 | 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  |
|                 | Executive Principal : Appoint and dismiss   | A>         | ✓           |                     |     |     |
|                 | Head of School : Appoint and dismiss  |            | A>          | ✓                   | <A  |     |
|                 | Budget plan to support delivery of trust key priorities: agree  |            | ✓           | <A                  |     |     |
|                 | Budget plan to support delivery of school key priorities: agree   |            |             | A>                  | A   | ✓   |



| Area               | Decision   | Delegation |             |                     |     |     |
|--------------------|--|------------|-------------|---------------------|-----|-----|
|                    |  | Members    | Trust Board | Executive Principal | LGB | HoS |
| Being Strategic    | Trust's staffing structure: agree  |            | ✓           | <A                  |     |     |
|                    | School staffing structure: agree   |            |             | A>                  | A   | ✓   |
|                    | Appeals: Complaints, readmissions, Staff Disciplinary, Grievance (may consist of 1 member, 1 trustee and 1 governor from LGB or 1 Trustee and 2 Governors as appropriate)  |            |             |                     |     |     |
|                    | Student Disciplinary (PDCs) may consist of any three members of the various tiers of the governance structure. A PDC to consider a Permanent exclusion will also include 3 members of the governance structure but must be chaired by a Trustee. | ✓          | ✓           | <A>                 | ✓   |     |
|                    | Appeals: Performance related pay (including Executive Principal)   |            | ✓           |                     | ✓   | <A  |
|                    | Staff Management : Appoint and Dismiss (including going to advert)   |            |             | ✓                   |     | <A  |
| Holding to account |  |            |             |                     |     |     |
| Holding to account | Auditing and 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 Executive Principal and Executive Officers: undertake  |            | ✓           |                     |     |     |
|                    | Performance management of Head of School : undertake   |            |             | ✓                   | <A  |     |
|                    | Trustee monitoring: agree arrangements   |            | ✓           | <A                  |     |     |
|                    | LGB member monitoring: agree arrangements  |            |             |                     | ✓   | A   |

| Area                       | Decision  | Delegation |             |                     |     |     |
|----------------------------|---|------------|-------------|---------------------|-----|-----|
|                            |   | Members    | Trust Board | Executive Principal | LGB | HoS |
| Ensuring financial probity |   |            |             |                     |     |     |
| Ensuring financial probity | Chief financial officer for delivery of trusts detailed accounting processes: appoint |            | ✓           | <A                  |     |     |
|                            | Trust's scheme of financial delegation: establish and review                          |            | ✓           | <A                  |     |     |
|                            | School's scheme of financial delegation: establish and review                         |            | ✓           | <A                  |     |     |
|                            | External auditors' report: receive and respond  | ✓          | ✓           | <A                  |     | A   |
|                            | EP pay award: agree   |            | ✓           |                     |     |     |
|                            | Head of School 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                  |     | <A  |
|                            | Develop trust wide procurement strategies and efficiency savings programme            |            |             | ✓                   |     |     |



## Appendix 2 - RESERVATION OF POWERS

The Trustees reserve the right to deliver themselves the powers and functions, as delegated under this Scheme to the Local Governing Body, in the following circumstances:

### 1. Academy in Special Measures

In the event that an Academy is placed in Special Measures, the Trustees may reserve to themselves any or all powers delegated to the Local Governing Body under the Scheme of Delegation; save for which the Trustees, in their absolute discretion, deem necessary to operate the Academy.

The Local Governing Body may continue to operate the Academy on a day to day basis, subject to regular consultation with the Chair of the Trustees and the Executive Principal.

### 2. Academy with "Serious Weaknesses".

In the event that an Academy is notified of "Serious Weaknesses" following an Ofsted inspection, the Trustees may:

1. withhold the right of the Local Governing Body to appoint staff;
2. request the Local Governing Body refers all major financial decisions to it for approval;
3. reserve its right to approve in advance all decisions to enter into contracts made to Local Governing Body.
4. review any other major decision which it considers to be necessary to maximise the efficient running of the Academy.

The Local Governing Body may continue to oversee operation of the Academy on a day to day basis, in conjunction with the Head of School and Executive Principal and staff of the Academy but shall keep the Trustees regularly informed, at their reasonable request, of progress generally, operational decisions and other matters of importance to the running of the Academy.

### 3. Academy "Requiring Improvement"

In the event that an Academy is deemed to "Require Improvement" the Trustees may:

1. withhold the right of the Local Governing Body to appoint staff;
2. review any other major decision which it considers to be necessary to maximise the efficient running of the Academy.

The Local Governing Body may continue to oversee operation of the Academy on a day to day basis, in conjunction with the Head of School and Executive Principal and staff of the Academy but shall keep the Trustees regularly informed, at their reasonable request, of progress generally, operational decisions and other matters of importance to the running of the Academy.

## Appendix 3 Terms of Reference NMAT Finance Committee

The Nunthorpe Multi Academy Trust (NMAT) Board of Directors (“the Board”) has resolved to establish a Finance Committee to advise the Board on matters relating to the Trust’s finance and resources arrangements.

The Finance Committee is responsible to the Trust Board.

The Committee’s Terms of Reference are adopted by the Board and may only be changed with the approval of the Board.

The Committee will report to the Board on any decisions taken in accordance with the Schemes of Delegation and delegated powers, including the Academies’ assets, depreciation and removal of such items from the asset register.

The Finance Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary and may require experts to be present and to advise when drafting disclosures to be made in the Trust’s annual Report and Accounts.

Subject to the detailed requirements of the Academies Financial Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider and advise the Board on the following specific matters:

- The annual estimates of income and expenditure and financial forecast for the Trust and its Academies,
- Monitoring of revenue finances of the Trust and its Academies and advising the Board on progress towards achieving its financial objectives,
- The acquisition or disposal of land to be used by the Academies,
- The management accounts of the Trust, and to advise the Board on the year- end Accounts,
- Strategic matters with financial implications concerning sponsorship of Academies,
- The Financial Regulations, to be reviewed on an annual basis,
- To consider any relevant legal and contractual documentation, operating within the Articles of Association, Schemes of Delegation, Funding Agreement and Financial Regulations,
- To monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Board on the effectiveness of such resources,
- The oversight of the pay and conditions of service of all employees of the Trust.

The Committee will produce an annual report for the Board and Accounting Officer regarding the Trust’s internal controls.

**Membership of the NMAT Finance Committee is published on the NMAT website.**

## Appendix 4 Terms of Reference Specific to each NMAT Academy

The Local Governing Body takes a strategic role, acting as a critical friend to the Head of School and will be held accountable for its decisions to the Trust. It sets aims and objectives and monitors and reviews key targets and priorities as identified by the Trust. The Local Governing Body also holds the Head of School and their Leadership Team to account, offering challenge and scrutiny. The specific remit of the Local Governing Body is to be responsible for the key Academy targets and priorities, which will be reviewed and confirmed on an annual basis by the Board of Trustees.

Each Academy Local Governing Body has 2 foci. These are the Academic Quality and Personal Development, Behaviour & Welfare.

### The Expectations of Individual Governors

It is the expectation that every member of the LGB, barring the Staff Representatives, will contribute to its 3 core responsibilities by:

- a) attending **all full Governors meetings**;
- b) establishing an effective Link Governors relationship within the academy, if requested to.
- c) to be involved where relevant in the recruitment interview process where a post needs to be filled within the academy;
- d) be responsible for ensuring that his/her own Governor training is current and ongoing.

The respective responsibilities of the Trust and the LGB are set out in the Terms of Reference and the Trust's Articles of Association.

### Membership of each Academy Local Governing Body is published on the NMAT website.

#### Local Governing Body - Academic Quality Focus (AQ).

The purpose of the Local Governing Body meeting with a focus on Academic Quality is to ensure that the Governors have up to date and accurate knowledge (including both internal and external data) to make informed strategic decisions about the 'Academic' aspects of the Academy. This understanding will enable them to challenge key members of staff on the progress that they are making against Departmental and whole Academy targets.

The principal priorities for this meeting include being responsible for:

- Curriculum planning and results analysis.
- Academy Quality Assurance process & outcomes.
- Closing the academic Gap / PPG spending and impact on academic data.
- Staffing update including teaching & learning update.
- Being responsible for (AQ) Link Governor report and subsequent action points and outcomes.
- Monitor progress against the AQ aspects of the Academy Development plan (HOS update).
- Review agreed areas of financial performance against budget, campus development and H&S of the Academy.
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further actions by the MAT Trustee Board is necessary.
- To act as a forum for discussion of general issues and innovative practices.

### Attendance is published on the NMAT Website

## **Local Governing Body - Personal Development, Behaviour & Welfare Focus (PDBW).**

The purpose of the Local Governing Body meeting with a focus on Personal Development, Behaviour & Welfare is to ensure that the Governors have up to date and accurate knowledge (including both internal and external data) to make informed strategic decisions about the personal development, attendance, behaviour and welfare of students and staff of the Academy. This understanding will enable them to challenge key members of staff on the progress that they are making against whole Academy targets.

The principal priorities for this meeting include being responsible for:

- Closing the Gap / PPG in terms of behaviour, attendance and aspirations.
- Pastoral quality assurance process & outcomes.
- Monitor the impact of SMSC and British Values.
- Behaviour.
- Attendance.
- Stakeholder relationships.
- Being responsible for (PDBW) Link Governor report and subsequent action points and outcomes.
- Monitor progress against the PDBW aspects of the Academy Development plan (HOS update).
- Setting priorities for Governor training and arrangements for the induction of new Governors.
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further actions by the MAT Trustee Board is necessary.
- To consider recommendations and undertake tasks made by committees with a view to present to the Trustee Board.
- To act as a forum for discussion of general issues and innovative practices.

**Attendance is published on the NMAT Website**

### **OCCASIONAL COMMITTEES**

#### **1. STAFF DISCIPLINARY, DISMISSAL, CAPABILITY, REDUNDANCY AND APPEALS COMMITTEES**

The Trust has delegated the power to appoint and dismiss staff (other than at Executive Principal, Head of School, and the Director of Finance and Operations) to the Executive Principal. Therefore, in the event of a potential redundancy situation, the initial stages indicated below are delegated to the Executive Principal, with the support of both the Board of Trustees and the Chair of the Academy Local Governing Body as applicable:

1. To identify the need for staff reduction and, if necessary, set the criteria for nomination and the timetable for the process.
2. To liaise with and consult relevant professional associations and trade unions.
3. To nominate a member of staff to be dismissed in relation to over-established posts, in accordance with the set criteria.

A Hearing and/or Appeals Committee will consider the latter stages of the redundancy process, as appropriate.

The Trust has also delegated to the Executive Principal the power to take appropriate action under disciplinary and capability procedures. These committees may therefore also be utilised to manage

issues arising from capability, disciplinary, pay review, performance management and grievance procedures as and when required.

### **1.1 Hearing Committee**

#### **Membership:**

At least three members of the Trust, not employed to work within the Academy, will be called upon, as and when required, to consider any such matters, as selected by the Chair of the Board of Trustees.

**Quorum:** 3

#### **Remit:**

This committee will:

1. Hear cases arising from disciplinary or capability procedures where the member of staff in question is the Executive Principal, Head of School, or Director of Finance and Operations to determine the appropriate course of action, which may include dismissal.
2. Make decisions in relation to redundancy and early retirement where the member of staff in question is the Executive Principal, Head of School, and Director of Finance and Operations.

### **1.2 Appeals Committee**

#### **Membership:**

At least three members of the Trust, not employed to work within the Academy, will be called upon, as and when required, to consider appeals excluding Performance Related Pay appeals (please refer to Appendix 1 Scheme of Delegation) Involvement of any Trustee and/or Governor at an earlier stage of proceedings may exclude them from membership of this committee

**Quorum:** 3

#### **Notes:**

The Executive Principal and/or Head of School to attend appeal committee meetings of the above in an advisory capacity only.

The Board of Trustees will consider a grievance against the Executive Principal or Head of School at Stages 1 and 2 of the agreed Grievance Procedure.

## **2. SALARY REVIEW COMMITTEE (SR)**

#### **Membership:**

This committee will comprise at least three individuals (membership of committee must comprise of members of the Finance Committee), excluding those paid to work within the Trust. Involvement of any Trustee at an earlier stage of proceedings will exclude them from membership of this committee

**Quorum:** 3



**Remit:**

- a) This committee will hear any salary review matters each year
- b) The committee will meet in the late Autumn Term to consider salary review data and pay recommendations relating to the staff (to include the Senior Leadership Team and the Head of School)

**3. COMPLAINTS COMMITTEE**

**Membership:**

This committee will be convened as required. In accordance with the Trusts agreed Complaints Policy and Procedures, this committee will be responsible for considering representations following receipt of a formal complaint. An independent person will be appointed to the committee, as required.

**4. STUDENT EXCLUSION / DISCIPLINE MATTERS**

At least three members of the Trust, not employed to work at the Academy, will be called upon, as and when required, to consider student disciplinary and/or exclusion matters. Please refer to the Schemes of Delegation.