



Terms of Reference and Scheme of Delegation

To be read in conjunction with the Articles of Association

Approved by:	NMAT Board of Trustees	Date: October 2023
Last reviewed on:	18.10.23	
Version	2.0	
Next review due by:	October 2024	
Responsible	Executive Principal/Governance Professional & Compliance Lead	

'Raising standards and improving life chances for the young people of the communities in which we work.'

NMAT TERMS OF REFERENCE

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INTRODUCTION

As a charitable company limited by guarantee, Nunthorpe Multi Academy Trust (“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. Any reference to “Academies” throughout this document notes all academies under the Trust at any point in time.

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 2014.

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 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

Nunthorpe Multi Academy Trust will strive to ensure that Nunthorpe Academy, and future NMAT academies, respond to the context of the local community and deliver the best possible outcomes for our young people. All of our students have an entitlement to be provided with opportunities that allow them to achieve their potential and that ensure 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.

Our Mission Statement

Raising standards and improving life chances for the young people of the communities in which we work.

Values

1. To always have students at the forefront of our thinking.
2. To consistently have high aspirations, high expectations and high standards for all of our students and staff.
3. Effective collaboration through challenging partnerships within NMAT and through the networks that we work within.
4. Supporting colleagues to improve the educational experiences of young people across the Tees Valley.
5. Seeking, valuing and responding to parents, carers and all other stakeholders’ contributions.

Commitment

- To raise standards and improve life chances for the young people of the communities in which we work.
- To create coaching and leadership opportunities. To use rigorous Performance Management to enable career development to reward outstanding practitioners and thus assist the retention of high-quality staff.
- To use competition as a vehicle to raise standards. To be driven by the desire for all to exceed national measures and comparators.
- To share learning from other Academies (within and beyond the region) to drive further improvement for our students.
- To establish more enrichment opportunities for our students.
- To recruit the best specialist teachers for our young people. To utilise, where possible, the high calibre North East Schools Teaching Alliance trainee teachers, ensuring that our NQTs are of the highest standard and are already part of the NMAT family.

CONSTITUTION OF THE TRUST GOVERNANCE STRUCTURE

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

Members

The Members are in place to ensure the success of the Trust and will sign the memorandum and articles of association. Members will also determine the name of the Trust and will appoint Members and Trustees. It is a requirement of Members to appoint and remove the external auditors. Members are entitled to receive a copy of the annual report and accounts which will be presented at their annual general meeting. Members also have the responsibility for dissolving the Trust.

The number of people who may be appointed as a Member of the Trust shall be no less than five but, unless otherwise determined by the Trustees, shall be subject to no maximum. Members are also independent of the rest of the governance structure and are not able to act as a trustee or governor at an NMAT academy. This provides a clear separation of duties and allows Members to have an oversight of the Trust's performance with an "eyes on and hands off approach" as outlined in the [Academy Trust Handbook](#).

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 functions of the Trustees.

Trustees' power to delegate comes under Articles 105 to 106.

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.

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) at the Annual General Meeting.

The Trustees shall each academic 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:

Governors 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 governor appointed, up to a maximum of two

At least two parent governors elected or appointed under Article 101A up to a maximum of three;

Community members;

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

Any Trustee 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 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 governors of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent/carer of a pupil at the Academy at the time when they are elected.

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

The term of office for any person serving on the Local Governing Body shall be four years, with the exception of the Head of School. This is subject to them which could be a community governor being reappointed or a staff or parent governors being re-elected) to the Local Governing Body.

Please refer to the Articles of Association for more details regarding: the removal, suspension and disqualification of Governors under Articles 65, 66 and 67.

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 Articles 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 governor 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 shall be referred to the Trustees and/or the Executive Principal for their determination subject to the Scheme of Delegation.

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 academic year. Meetings of the Board of the Trustees shall be convened by the Governance Professional to the Board of Trustees, and paperwork provided to all Trustees at least 5 working days in advance of the meeting, where practicable.

The Board of Trustees will ensure the duties of the Audit Committee are undertaken for the Trust as appropriate.

The minutes of the proceedings for a meeting of the Trustees shall be drawn up and entered into a record kept for the purpose by the person acting as Governance Professional 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 academies, may exercise for themselves functions and powers delegated to the Audit 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 an Audit 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. 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.

TRUSTEES' DISCRETION

The Trustees may override provisions relating to delegation to the Audit 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. An example of this would be Trustees delegating powers for agreeing managed moves to the Executive Principal or Head of School and where it may not be practical for Trustees to agree to that as deemed in the Suspensions and Permanent Exclusions Statutory Guidance..

NMAT FINANCE AND RISK MANAGEMENT MEETING

This meeting is required to fulfil its responsibilities as set out in these Terms of Reference (see Appendix 4) in line with the Academy Trust Handbook, the Trust's Financial Manual 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 best value.

- To demonstrate to the public that the pay of senior staff is set by a meeting 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 and Risk Management Meeting will be convened six times in each academic year. The Chair of the Finance and Risk Management Meeting or any two Trustees may call a meeting. All Trustees are members. The Chair of Trustees shall be a member of the Meeting. As this is a Full Trust Board meeting, all Trustees are members of the meeting, including the Executive Principal.

If the Chair of the Meeting is absent from a meeting, the Vice-Chair will act as chair for that meeting.

The Finance and Risk Management Meeting 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 shall be determined by a majority of votes of members present and voting. Where there is an equal division of votes the Chair of the Meeting shall have a second or casting vote. NMAT's Chief Operating 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 Meeting (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, where practicable.

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

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

The Finance and Risk Management Meeting will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference.

LOCAL GOVERNING BODY (“LGB”)

Whilst the Local Governing Body shall be responsible for monitoring the Academies so they 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 objectives 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 approved by the Trustees as per the Policy Review Schedule.

The Trustees and all governors 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 will provide a vehicle for Trust Board engagement of the Academy, its parents/carers and the local community to help ensure that Trustees stay connected.

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. 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 shall ensure that any Local Governing Body shall include at least two Parent Governors.

The Local Governing Body shall meet at least six times in every academic year. Meetings of the Local Governing Body shall be convened by the Governance Professional to the Local Governing Body, and paperwork provided to all Governors at least 5 working days in advance of the meeting, where practicable.

The minutes of the proceedings for a meeting of the Local Governing Body shall be drawn up and entered into a record kept for the purpose by the person acting as Governance Professional for the purposes of the meeting; and shall be signed (subject to the approval of the Local Governing Body) at the same or next subsequent meeting by the person acting as Chair 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 directed.

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 Chair shall ensure that copies of minutes of all meetings 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 judgement 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.

UK GENERAL DATA PROTECTION REGULATION (UK 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 cannot 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)	✓	<A			
	Role descriptions for Members	✓				
	Role descriptions for Trustees/Chair/ specific roles/committee members: agree		✓	<A		
	Governors: elected (including process if not elected)		✓		<A	
	Committee Chairs: appoint and remove (as applicable)		✓	<A		
	LGB chairs: Formally appoint and remove		✓	<A	<A	
	Governance Professional to the Board: appoint and remove		A>	✓		
	Clerk to LGB: appoint and remove for Full Board.		A>	✓		
Systems and structures	Articles of Association: agree and review	✓	<A	<A		
	Governance structure (committees) for the trust: establish and review annually. Governance Professional 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
	Annual self-review of trust board and committee performance: complete annually		✓	<A		
	Annual self review of LGB performance: complete annually		✓		✓	<A
	Chair's performance: carry out 360 review periodically		✓		✓	
	Trustee / committee member contribution: review annually		✓		✓	

Area	Decision	Delegation				
		Members	Trust Board	Executive Principal	LGB	HoS
	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>		
Being Strategic						
Being Strategic	Determine trust wide policies which reflect the trust's ethos and values (facilitating discussions with unions where appropriate) As outlined in the Trust's Policy Review Schedule approve		✓	<A>	<A>	
	Approval of academy based policies as outline in the Trust's Policy Review Schedule			✓	✓	✓
	Central spend / top slice: agree		✓	<A>		

Area	Decision	Delegation				
		Members	Trust Board	Executive Principal	LGB	HoS
Being Strategic	Management of risk: establish register, review and monitor		✓	<A		
	Engagement with stakeholders		✓	✓	✓	✓
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓	<A		
	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		✓			
	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	<A
	Trust's staffing structure: agree		✓	<A		
	School staffing structure: agree			✓	<A	<A
	Appeals: For Complaints, readmissions, Staff Disciplinary, Grievance, pay the process will be determined in the relevant policy as per the Policy Review Schedule	✓	✓	<A>	✓	
	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.					
	Appeals: Performance related pay (including Executive Principal)		✓			
Staff Management : Appoint and Dismiss to the Trust Central			✓			

	Team (including going to advert)					
	Staff Management : Appoint and Dismiss to Academy roles (including going to advert)			A>		✓

Area	Decision	Delegation				
		Members	Trust Board	Executive Principal	LGB	HoS
Holding to account						
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	<A>		
	Reporting arrangements for progress on key priorities: agree		✓	<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	✓	<A
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		
	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		

Area	Decision	Delegation				
		Members	Trust Board	Executive Principal	LGB	HoS
	Benchmarking and academy value for money: ensure robustness		✓	<A		<A
	Develop trust wide procurement strategies and efficiency savings programme		✓	<A		

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. request the Local Governing Body refers all major financial decisions to it for approval;
2. reserve its right to approve in advance all decisions to enter into contracts made to Local Governing Body.
3. 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. review any 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 and Risk Management Meeting

Nunthorpe Multi Academy Trust (NMAT) have resolved to implement a dedicated Finance and Risk Management Trustees' Meeting. The Finance and Risk Management Meeting is part of the Trust Board.

Quorum: 3

The Meeting's Terms of Reference are adopted by the Board of Trustees and may only be changed with the approval of the Board of Trustees.

The Finance and Risk Management Meeting is authorised to investigate any activity within its Terms of Reference. 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 Meeting.

The Finance and Risk Management Meeting 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 Academy Trust Handbook, Funding Agreement and the Financial Regulations of the Trust, the Finance and Risk Management Meeting shall consider the following specific matters - financial oversight and risk management.

Audit responsibility and challenge will be delegated to the Trust's Audit Committee. The Audit Committee will report to and advise Trustees via the Trust's Finance and Risk Management Meeting.

Financial oversight.

- Robust oversight and challenge of the Trust's management accounts and the longer term financial viability using three year budget forecasts.
- The Trust's management accounts including managing debtors, creditors, cash flow, balance sheet, income and expenditure statement and a variation to budget report will be circulated to all Trustee's by the 15th of each month, where practicable.
- Ensure effective financial management and strategic financial planning.
- Oversee and challenge tender and procurement.
- Income generation.
- Challenge and review student numbers and other revenue projections termly.
- Ensure an integrated approach to curriculum and financial planning to ensure funding is utilised to secure best value whilst also ensuring the curriculum delivers in accordance with the Trust's vision and educational priorities.
- Control measures including;
 - a. ensuring that there are appropriate segregations of duties,
 - b. oversight of assets monitored via the fixed asset register,
 - c. ensuring regularity, propriety and best value,
 - d. reduce the risk of fraud and theft, and deliver independent checking of controls, systems, transactions and risks.
- To develop a reserves policy and be clear about the reasoning for decisions.
- To monitor the income and expenditure against the annual budget plan with rigour and scrutiny.
- Engage with regular benchmarking against key performance indicators
- To consider and make recommendations to the Trust Board on the use of funds for capital projects.
- To ensure that the annual school resources management of self-assessment tool is submitted.

To set the pay ranges for the Executive Principal, Head of School and Central Team.

Risk Management

- Review the Board's Risk Appetite (the level of risk with which the organisation aims to operate) and Risk Tolerance (the level of risk with which the organisation is willing to operate). By assessing the nature and extent of the principal risks that Trustees are willing to take to achieve its objectives and ensure that planning and decision making appropriately reflect this assessment.
- Assess and manage risk and take a strategic view of risks across the whole organisation in line with the Trust's Risk Strategy.
- Ensure there are clear accountabilities for managing risks and that Trustees and leaders are equipped with the relevant skills and guidance to perform their assigned roles effectively and efficiently.
- Ensure that roles and responsibilities for risk management are clear to support effective governance and decision making at each level with appropriate escalation.
- Review the areas identified, the ratings and the responses on the Risk Register to monitor how leaders are responding to the principle risks and how this is integrated with other matters considered by Trustees.
- Ensure there are clear processes for bringing significant issues to the Trust's attention more rapidly when required including the publication and communication of the Trust's Whistleblowing policy.
- Identify emerging sources of uncertainty, threats and trends.
- Ensure the Trust follows the Charity Commission's guidance, meets the ESFA's expectations and is statutorily compliant.

Policies.

- Consideration/approval of relevant Trust and Academy policies as per the Policy Review Schedule

Attendance is published on the NMAT Website.

Appendix 4 - Trust's Audit Committee.

A maximum of five Trustees will be assigned to the Audit Committee. This Committee will not be chaired by the Chair of Trustees. The Executive Principal cannot be appointed to the Audit Committee. The Audit Committee will meet three times per year.

Quorate 3

The purpose of the Audit Committee is to:

- Identify and regularly challenge progress against key performance indicators.
- Challenge and review the adequacy and effectiveness of control processes in responding to risks within the organisation's governance, operations, compliance and information systems.
By;
 - a. Evaluating the suitability of, and level of compliance with, financial and non-financial controls.
 - b. Ensuring that all categories of risk are identified, reported and managed.
- Appointment of an appropriately qualified, independent and objective provider to complete annual Internal assurance.
- Identify areas to be reviewed in the Internal assurance and receive their feedback.
- Monitor and challenge areas of concern identified by Internal Assurance.
- Receive feedback from External Auditors.
- Monitor and challenge leaders' response to the findings and actions identified by External Auditors.
- Advise the Trust Board on the appointment, re-appointment, dismissal and remuneration of the internal and external auditor.
- To produce a governance statement for the annual report that describes how the board:
 - a. Maintains effective oversight
 - b. Ensures regularity, propriety and compliance
 - c. Achieves Best Value
- Regularly monitor outstanding audit recommendations from whatever source and ensure any delays to implementation dates are reasonable.
- To Keep under review the financial Scheme of Delegation including the level of delegation to the Senior Leader for the day-to-day financial matters of the Trust
- Ensure that the Trust website is compliant with reporting requirements and the GIAS and Companies House records are maintained
- Monitor and advise the Board on any alleged fraud and irregularity in the Academy's financial and other control systems and ensuring that all allegations of fraud or irregularity are managed and investigated appropriately.
- Ensure that there is a risk register in place that is reviewed at least termly and that there is a strong link between audit findings and the risk register
- Monitor the Trust's risk management plan and advise the Board on its adequacy and effectiveness
- Agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions, and risks
- Ensure adequate insurance is in place
- Reviewing or investigating any other matters referred to the Committee by the Trust Board
- Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

Policies

To review the following policies in line with the Policy Review Schedule

- NMAT Risk Management Strategy
- NMAT Risk Register and Individual Academy Risk Registers

The Audit Committee will report to and advise Trustees via the Trust's Finance and Risk Management meeting.

Appendix 5 - 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 monitors and reviews key targets and priorities as identified by the Trust. The Local Governing Body also offer challenge and scrutiny. The specific remit of the Local Governing Body is to monitor the key Academy targets and priorities, which will be reviewed and confirmed on an annual basis by the Board of Trustees/Executive Principal.

Each Academy Local Governing Body has two foci. These are Academic Quality and Personal Development, Behaviour & Welfare which includes Safeguarding and Stakeholder Engagement.

The Expectations of Individual Governors

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

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

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

Local Governing Body - Academic Quality Focus (AQ).

Quorum: 3

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 decisions about the 'Academic' aspects of the Academy. This understanding will enable them to challenge the Head of School and where appropriate the Senior Leadership Team on the progress that is being made against Departmental, Academy and Trust targets.

The key priorities for this meeting include:

- 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.
- Monitor progress against the AQ aspects of the Academy Development Plan (HoS update).
- Review areas of financial performance against budget, campus development and H&S of the Academy if directed by Trustees.
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further actions by the NMAT Trustee Board is necessary.
- To act as a forum for discussion of general issues and innovative practices.
- Monitoring the safeguarding compliance of the curriculum.
- Any other priorities as directed by Trustees.

Attendance is published on the NMAT Website

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

Quorum: 3

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:

- Monitor the compliance of safeguarding (excluding the safeguarding curriculum).
- Special Educational Needs and Disabilities (SEND)
- Behaviour.
- Attendance including Closing the Gap / Pupil Premium Grant in terms of behaviour, attendance and aspirations.
- Pastoral quality assurance process & outcomes.
- Monitor the impact of SMSC and British Values.
- Stakeholder engagement and relationships.
- Student Movement
- 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 NMAT 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.
- Any other priorities as directed by Trustees.

Attendance is published on the NMAT Website

Appendix 6 –

1. Occasional Committees

The Trust will convene the following committees as the need arises. The individual policies will determine the process that should be followed and membership for each panel:

Staff Disciplinary
Dismissal
Capability
Grievance
Redundancy
Appeals
Complaints

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. **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 (SRC)

Membership:

This committee will comprise at least three Trustees, 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, the Head of School and the Executive Principal).
 - c) Ensure decisions about executive pay follow a robust evidence-based process.
 - d) To act as appeal committee as detailed within the pay policy.
 - e) To ensure no Senior Executive, director or manager is involved in any decisions as to their own remuneration.
 - f) To monitor, evaluate and report (as appropriate) to the Trustees on the performance of the Executive Principal.
 - g) To deal with any other matters relating to pay, as may be referred by the Board.
 - h) To review and note annually the remuneration trends across the Trust.
- To be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration or other consultants who advise the Committee. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

3. STUDENT SUSPENSIONS AND PERMANENT EXCLUSIONS

At least three members of the various tiers of the Trustees and LGB governance structure, not employed to work at the Academy, will be called upon, as and when required, to consider suspensions and permanent exclusions matters. Please refer to the Scheme of Delegation (Appendix 1). A Pupil Discipline Committee to consider a permanent exclusion will also include 3 members of the governance structure but must be chaired by a Trustee.