

Cambridgeshire Educational Trust

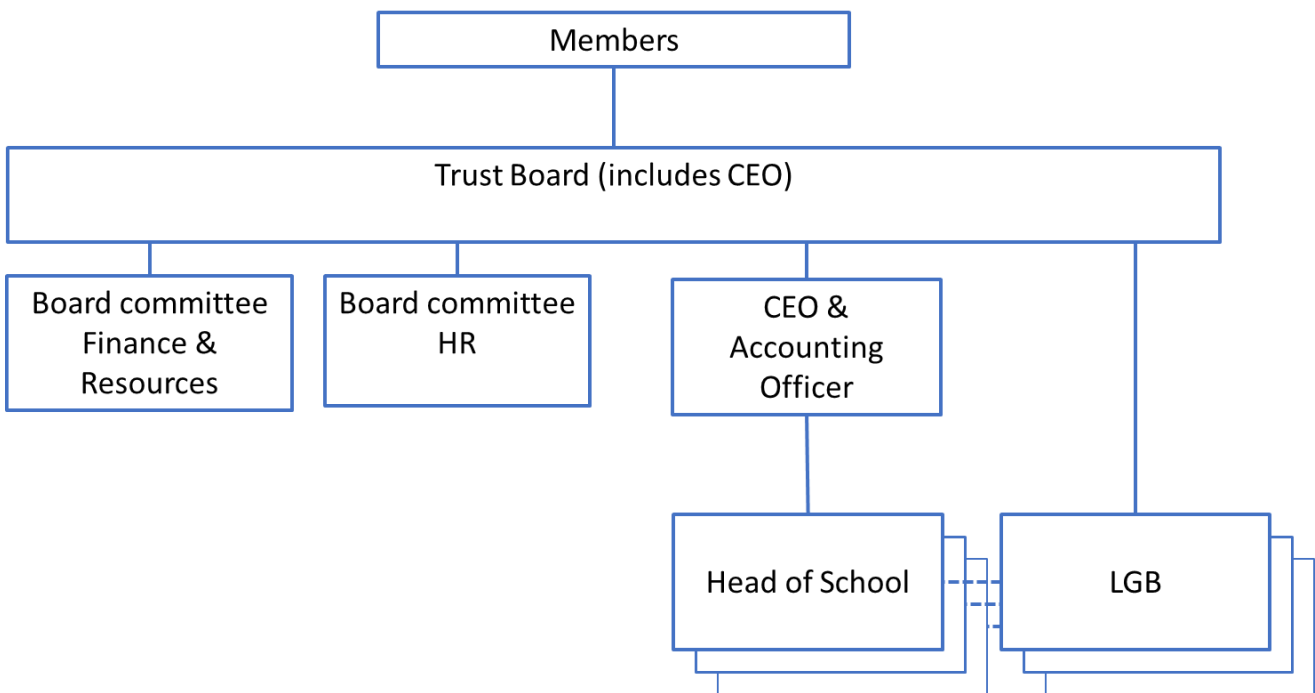
Realising potential together

Governance structure and scheme of delegation

1 Governance structure

This document sets out the roles and responsibilities of the various bodies and individuals in the Cambridgeshire Educational Trust, and which body makes which decisions.

The overall governance structure of the Trust is as follows:



2 Principles

The details of the Trust’s governance are designed to express these principles, which are common across all of our schools:

- The Trust’s strapline is “*Realising potential together*”. Our primary goal is to inspire and equip every child to achieve their full potential as a human being, and to learn in a happy and healthy environment.
- We seek to provide a truly outstanding education to all our pupils, across a broad curriculum, informed by research and best practice at international level.
- We believe that children should always be excited by learning and able, independently, to take their learning further.
- We believe that staff who are engaged and excited by their own learning and professional development are better able to foster a passion for learning in our students.
- We respect and value the distinctive identity of each school in the Trust.
- We want each Local Governing Body (LGB) to feel empowered to focus on the particular opportunities and challenges of their school and its community, with the support and oversight of the Trust.

- Education is complex and we are always learning. We actively share ideas, approaches, and best practices with each other, so that excellence spreads organically through the Trust.

With these principles in mind, the Trust's governance is designed to be "light touch". The Trust is accountable for everything that happens in all its schools, so ultimate responsibility necessarily resides with the Board. However, the Trust seeks to support pro-active and engaged local governing bodies which can shape the individual character of each school.

3 Roles and Responsibilities

3.1 The Role of the Members

The Members of the Trust are guardians of the governance of the Trust. Originally they will have been the signatories to the Memorandum of Association and will have agreed the Trust's first Articles of Association (the legal document which outlines the governance structure and how the Trust will operate).

- Members appoint Trustees to ensure that the Trust's charitable object is carried out and so must be able to remove Trustees if they fail to fulfil this responsibility.
- Members hold the Trustees to account; and take action if they are failing to fulfil their duties.
- Members care about the schools in the Trust and are proud of them, but are not involved in running them; that is done by the staff, with the support and oversight of the Trustees and Local Governors.
- Members support the schools by being visibly associated with them, and perhaps occasionally making appropriate introductions.
- Members come to an annual meeting (usually the Trust's AGM) to review the year's progress, and renew a shared sense of purpose. The Trust Board submits an annual report on the performance of the Trust to the Members.
- Members are responsible for approving any amendments made to the Trust's Articles of Association.

The Articles of Association describe how Members are recruited and replaced, and how many of the Trustees the Members can appoint to the Trust Board. There must be at least three Members, although the DfE prefer at least five, and while Members are permitted to be appointed as Trustees, in order to retain a degree of separation of powers between the Members and the Trust Board, and in line with DfE expectations, a majority of Members will be independent of the Trust Board. Members are not permitted to be employees of the Trust.

Beyond the Members' formal roles, set out above, we seek to use the independent perspective, educational expertise, creative ideas, intellectual rigour, and business experience of our Members to inform and challenge our Trust to reach higher.

3.2 The Role of Trustees

The Trust is a charitable company and so the Trustees are both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because these Trustees are bound by both charity and company law, the terms 'trustees' and 'directors' are often used interchangeably.

The Trustees are responsible for the general control and management of the administration of the Trust. In accordance with the provisions set out in the Memorandum and Articles of Association and its funding agreement, the Trustees are legally responsible and accountable for all statutory functions, for the performance of all schools within the Trust, and must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements. In addition, the Trust Board must carry out the three core governance functions:

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

As well as this, the Trustees submit an annual report to the Members on the performance of the Trust at the Trust AGM.

Although not voting members, Heads of School and Chairs of LGBs will be given notice of Board meetings and are welcome to attend and receive papers.

The Trust Board has the right to review and adapt its governance structure at any time which includes changing the scheme of delegation.

General information on the number of Trustees and their appointment or removal is contained in the Articles of Association. The Trust will seek to have the following skills represented in a non-executive capacity on the Trust Board (note: more than one skillset may be fulfilled by one person):

- HR/personnel expertise
- Business expertise
- Educational expertise
- University connection
- Legal expertise
- Experience in school governance
- Financial/Audit expertise

3.3 The role of Trust Board committees

The Trustees may establish committees to carry out some of its governance functions which may include making decisions, although any such delegated decisions will be deemed decisions of the Trust Board. The membership (there must be at least three Trustees) and responsibilities of Board committees are set out in the committee's terms of reference. The membership of board committees will be approved by the Trust Board based on their skills.

The Academies Financial Handbook 2017 makes it clear that the Trust Board should have a finance committee to which the board delegates financial scrutiny and oversight'. In Trusts with income above a certain level, there must also be a separate audit committee (not currently applicable to CET).

Initially the board will have two committees:

- Finance and Resources: funding, budgeting, expenditure, financial procedures, health & safety, asset and property management.
- Human Resources: staff pay and performance management, staffing model, staff recruitment, staff attendance and leave of absence, staff well-being and retention, staff development.

The Trust-wide issues around curriculum, quality of education, performance and standards, self-assessment and review are central to the mission of the Trust and will be dealt with by the full board.

3.4 The role of the Chief Executive Officer (CEO)

The CEO is appointed by the Trust Board, and is ex-officio a member of the Board.

The CEO is responsible for the overarching strategic leadership of the Trust and holds legal responsibility for all schools in the Trust. He or she has delegated responsibility for the operation of the Trust including the performance of the Trust's schools.

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

3.5 The role of Local Governing Bodies

The Trustees will establish school Local Governing Bodies (LGBs) to carry out school level governance functions.

The LGB will ensure clarity of vision, ethos and strategic direction for each school, and hold the Head of School and the school's senior leadership team to account as described in its terms of reference. The LGB will include representation from staff, parents and the wider community.

Each LGB operates under delegated powers, assigned to it by the Trust Board. The terms of reference for each LGB are approved by the Trust Board, but are proposed by the LGB to suit its specific circumstances; they may differ between schools. As a committee of the Board, delegation may be removed from the LGB if the Board feels it is necessary.

Each LGB has its own chair, usually elected by its members. Where a school is less than securely Good the Trust Board will appoint the chair..

3.6 The role of the Head of School

The Head of School is responsible for the day to day management of the school. He or she is managed by the Chief Executive but reports to the LGB on matters which have been delegated to it.

The CEO is responsible for performance management of each Head of School, usually carried out in partnership with the school’s LGB Chair.

4 Scheme of Delegation

This Scheme of Delegation describes which decisions are taken by which body.

It should be read in conjunction with the Terms of Reference for the relevant body. Whilst the Scheme is designed to be comprehensive, it will not cover every task.

The Trust intends to appoint a Clerk/Company Secretary. Some of the roles assigned in this scheme to the Trust Board/CEO will be supported or undertaken by the Clerk/Company Secretary.

Key:

- = To comply with the DFE Financial Handbook 2017 “Members should be ‘eyes on and hands off’ and avoid compromising the Trust board’s discretion in exercising its responsibilities.”
- = Action cannot legally be carried out at this level
- ✓ = Action to be undertaken at this level
- A = Provide advice to action taking level

Decision	Members	Trust Board	CEO (Trustee)	Finance & Resources Trust committee	HR Trust committee	LGB	Head of School
2.1 Governance – Systems and structures							
Articles: review and agree	✓	A	A				
Trust Committee structure: review annually		✓	A				
Review Terms of Reference for Committees and Schemes of Delegation for LGBs annually		✓	A				
Complete skills audit /recruit to fill gaps		✓	A			✓	A
Self-review of Trust Board and Committees		✓					

Decision	Members	Trust Board	CEO (Trustee)	Finance & Resources Trust committee	HR Trust committee	LGB	Head of School
annually							
Review of LGBs annually		✓				✓	
Succession Plan		✓	A		✓	✓	A
Annual Meeting planning for Trust Board: agree		✓	A				
Annual Meeting schedule for LGB: agree		A	A			✓	A
Approve new convertor or sponsored academies joining Trust		✓	A				
2.2 Governance – People							
Appoint/remove Members	✓						
Appoint/remove Trustees	✓	✓					
Role description for Members	✓						
Role descriptions for Trust Board chairs, Committee members, LGBs etc		✓	A				
Parent and Staff LGB elected						✓	A
Appoint Committee chairs		A		✓	✓		
Appoint/remove LGB chairs if school not securely Good		✓	A				
Appoint/remove LGB chairs if school securely Good						✓	
3.3 Reporting							
Ensure statutory info on schools' and Trust website			✓				A
Annual report on performance of Trust Board to		✓					

Decision	Members	Trust Board	CEO (Trustee)	Finance & Resources Trust committee	HR Trust committee	LGB	Head of School
Members and publish							
Annual report and accounts submit		✓		A			
Annual report work of LGB: submit to Trust Board and publish						✓	A
3.4 Strategic Activity							
Determine and approve Trust-wide policies		✓	A	A	A		
Determine school-wide policies and approve			A			✓	✓
Central spend top-slice and agree		✓	A	A			
Establish risk register review and monitor		✓		✓			
Engagement with stakeholders	✓	✓	✓	✓	✓	✓	✓
Trust vision and strategy + KPIs		✓	A				
School's vision and strategy and progress measures		✓	A			✓	A
CEO appoint and dismiss		✓					
Head of school appoint and dismiss		✓	✓			✓	
Budget plan to support Trust key priorities agree		✓	A	A			
Budget plan to support school key priorities agree			A	✓		A	A
Trust staffing structure: agree		✓	A				
School staffing structure: agree			A			✓	A
3.5 Holding to account							

Decision	Members	Trust Board	CEO (Trustee)	Finance & Resources Trust committee	HR Trust committee	LGB	Head of School
Audit and reporting compliance		Company Secretary					
Report progress on key priorities		✓	A	A	A	✓	A
Performance management of CEO		✓			A		
Performance management of Head of School by LGB Chair and CEO and discussed with LGB			✓		A	A	
3.6 Ensuring Financial Probity							
Appoint Trust CFO		✓	A	A	A		
Trust's scheme of Financial Delegation: establish and review		✓	A	A			
External auditor's report: receive and respond		✓		✓			
CEO pay award: agree		✓			A		
Head of School pay award: agree			✓		A	A	
Staff appraisal procedure: review and agree		✓	A		A		
Test value for money Trust wide				✓			
Direct resources at school level			A	A		✓	A
Develop and review Trust-wide procurement strategies and efficiency savings			A	✓			

This document will be reviewed annually by the board: Last reviewed Oct 2017