

InMAT Scheme of Delegation

Glossary

In this document, the following words or phrases are the following meanings.

1. 'Board of Directors' may, in other documents be referred to as the 'Board of Trustees'
 2. 'The Board' always refers to the Board of Directors
 3. 'Academy' means 'School'
 4. 'LGB' means Local Governing Body of an Academy
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Governance structure and lines of accountability

The Board of Directors is responsible for the three core governance functions.

The Board of Directors appoint the **Chief Executive Officer (CEO)**, to whom it delegates responsibility for delivery of its vision and strategy, and will hold the CEO to account for the conduct and performance of the trust, including the performance of the academies within the trust, and for its financial management.

In turn, the CEO line manages the **Academy Headteachers**, setting their targets and performance managing them.

The Board constitutes three committees for **Audit, Teaching, Learning & Pupil Outcomes and Finance/Pay/HR**; these look in detail at resources and progress, attainment and wellbeing across the trust. As Board committees, at least three Directors must sit on each.

The **Geographically based Cluster Councils** are in place as a mechanism to support projects and events, to provide a means for consulting with staff, pupils and parents at their relevant schools and to promote stakeholder engagement. Terms of Reference including lines of communication for the Cluster Councils are attached as Appendix 1. School improvement support activities are a particular feature of the Cluster Council's activity. LGB representatives and staff are expected to sit on the Council.

Directors do not need to sit on this Council. The CEO is required to seek advice from the Chairs of the Cluster Councils as required and to be in attendance as and when appropriate.

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Roles and Responsibilities

The role of the Members

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

InMAT has five members, and one is a Director. Members are not permitted to be employees of InMAT and attend all Board meetings. Following advice in DfE's governance handbook, the members increased from three to five in November 2017.

The role of the Directors

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

InMAT has 8 non-executive Directors of which one is the Development Director of the Inspire Teaching School. Additionally the CEO and CFO are members of the Board together with three Executive Directors who are head teachers, elected by the academies in their cluster.

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

1. Ensure InMAT is maintaining its ethos and aims for the benefit of the children in its care
2. Comply with InMAT's Memorandum and Articles and the law
3. Act in InMAT's best interests
4. Manage InMAT's finance and other resources responsibly
5. Act with reasonable care and skill
6. Ensure InMAT is accountable and holding the executive to account

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

The role of Board committees

The Directors have established four committees to carry out some of its governance functions which include making decisions pertinent to their area of interest, although any decisions made will be deemed decisions of the Trust Board. The membership and responsibilities of Board committees are set out in the committee's terms of reference. The Trust Board will appoint Board committee chairs and committee members according to their skills.

InMAT has three Board committees; **1. Audit 2. Teaching, Learning & Pupil Outcomes 3. Finance/Pay/HR**

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The role of the chief executive officer (CEO)

The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's academies and so the CEO will performance manage both executive headteachers and headteachers. As there is the delegation of some governance functions to LGBs and cluster committees, this is usually with the academy or cluster committee chair alongside.

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

The CEO leads the executive management team of InMAT. The CEO will delegate executive management functions to the executive management team and is accountable to the Board for the performance of the executive management team.

The role of the LGBs

The Directors will establish LGBs to carry out some of its school level governance functions, although as Directors are not required to sit on LGBs, decision making is limited. Usually the Directors will appoint the Chair and a majority of members of the LGB, and ensure that two parents are elected to each.

Delegated functions will include:

- Building the closest understanding of how the school is led and managed
- Monitoring whether the school is:
 - Working within agreed policies
 - Is meeting the agreed targets
 - Managing its finances well
- Engaging with stakeholders
- Being a point of consultation and representation
- Reporting to the board.

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LGBs have fewer responsibilities in the MAT structure than previously as individual schools. This is because the business of governance is layered in InMAT with key responsibilities lying with the Board of Directors.

The role of LGBs is, however, critically important in that they maintain and support the Headteacher and staff in the school and provide critical assistance across important areas of activity. They are also the eyes and ears of the Board of Directors.

In InMAT, LGBs can choose to slim down their membership if they chose to do so. The scheme and rationale for that is described in Appendix 2. An LGB that wishes to migrate to the smaller model must submit their proposals to the Board of Directors who would be expected to agree them in all normal circumstances.

The role of the academy headteacher

The academy principal is responsible for the day to day management of the academy and is managed by the chief executive but reports to the academy committee on matters which have been delegated to it which may include an element of monitoring and scrutiny of the school's management processes.

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InMAT Committees
Key
Column 1: Members
Column 2: Board of Directors of InMAT
Column 3: InMAT Audit Committee
Column 4: InMAT Finance Committee
Column 5: InMAT Teaching Learning and Pupil Outcomes Committee
Column 6: Chief executive officer
Column 7: LGB
Column 8: Academy headteacher
Grey box Function cannot be legally carried out 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

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Academy Committees									
Area	Decision	Delegation							
		Members	Trust Board	Committees			CEO	LGB	Academy Head
				Audit	Finance	Teaching Learning and Outcomes			
Governance framework									
People	Members: Appoint/Remove	✓							
	Directors: Appoint/Remove	✓	✓						
	Role descriptions for Members	✓							
	Role descriptions for Directors/chair/specific roles/committee/council members: agree		✓				<A		
	Parent trustee/committee/council member: elected		✓					✓	
	Board committee chairs: appoint and remove		✓	✓	✓	✓	<A		
	Academy committee/council chairs: appoint and remove		✓				<A		
	LGB appointments: agree		✓						
	LGB Constitutions: agree		✓						

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	Clerk to InMAT board and its committees: appoint and remove		✓						
	Clerk to School Board and its committees: appoint and remove		✓					✓	
Systems and structures	Articles of Association: review and agree	✓	<A				<A		
	Governance structure (committees) for the trust: establish and review annually		✓				<A		
	Terms of Reference for Board committees and scheme of delegation for LGBs: agree annually		✓				<A		
	Skills audit: complete and recruit to fill gaps		✓				<A>	✓	A
	Annual self review of Trust Board and committees: complete annually		✓						
	Annual self review of LGBs/councils: complete annually							✓	
	Chair's performance: carry out 360 review periodically		✓					✓	
	Trustee /LGB/council member contribution: review annually		✓					✓	
	Succession: plan		✓				<A>	✓	A
	Annual schedule of business for trust board: agree		✓	✓	✓	✓	<A		

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	Annual schedule of business for academy committee/council: agree							A>	✓	A
Reporting										
Reporting	Publication on Trust and schools' websites of all required details on governance arrangements: ensure		✓					<A	✓	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				<A		
	Annual report work of LGBs/council: submit to Trust and publish								✓	A
Being Strategic										
	Determine Trust-wide polices which reflect the Trust's ethos and values (facilitating discussions with unions where appropriate including: admissions; charging and remissions; complaints; expenses; health and		✓	✓	✓	✓		<A		

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Being Strategic	safety; premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: approve								
	Determine school level policies which reflect the school's ethos and values to include e.g. admissions; SEND; safeguarding and child protection; curriculum; behaviour: approve		✓	✓		✓	A>	✓	A
	Central spend / top slice: agree		✓	<A			<A		
	Management of risk: establish register, review and monitor		✓	<A		<A	<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	✓

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	Chief Executive Officer: appoint and dismiss		✓						
	Academy headteacher: appoint and dismiss						✓	<A	
	Budget plan to support delivery of trust key priorities: agree		✓	<A			<A		
	Budget plan to support delivery of school key priorities: agree						✓		A
	Trust's staffing structure: agree		✓	<A		<A	<A		
	School staffing structure: agree						✓		A
	Holding to account								
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓		✓	<A>	✓	A
	Reporting arrangements for progress on key priorities: agree		✓	<A		<A	<A>	✓	A
	Performance management of the Chief Executive Officer: undertake		✓						

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	Performance management of academy headteacher: undertake						✓	A	
	Trustee monitoring: agree arrangements		✓				<A		
	LGB member monitoring: agree arrangements							✓	A
	LGB overall performance monitoring: agree arrangements		✓				<A		
Ensuring financial probity									
Ensuring financial probity	Appoint Chief Financial Officer for delivery of Trust's detailed accounting processes		✓	<A			<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	✓	A
	CEO pay award: agree		✓						

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	Academy headteacher pay award: agree						✓	A	
	Staff appraisal procedure and pay progression: review and agree		✓				✓		
	Benchmarking and trust wide value for money: ensure robustness			✓			<A		
	Benchmarking and academy value for money: ensure robustness			✓				✓	A
	Develop Trust-wide procurement strategies and efficiency savings programme			✓			✓		
	Review and approve Trust-wide procurement strategies and efficiency savings programme			✓					

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Cluster Council Terms of Reference

A flexible and responsive mechanism for addressing local projects, events and school improvement, the Cluster Council (the 'Council') brings together representatives from InMAT schools located near each other and sits below The Board committees and is created in addition to the LGBs in each individual academy. The council will take a local, shared and collective view of issues raised. This committee is largely advisory and not a decision making group.

- Membership is drawn from academies in the designated area including headteachers, senior staff and LGB governors, at least two representatives from each academy; the CEO has a right to attend all meetings
- A chair is elected by the Council
- Meetings should take place three times a year, more often if there is quorate (more than 50% membership) agreement to fulfil a particular need
- Council business should be recorded, ideally by a clerk or a member of the Council in turn
- The Council acts as an advisory body to the CEO, fulfilling the need for stakeholder engagement and for developing and promoting school improvement activity
- Formal communication is achieved by sharing Council meeting records with the CEO within seven days of each meeting taking place
- The Council is not separately accountable for its actions, other than through the roles held by each member, i.e. LGB governors are held to account for Council participation by the LGB and headteachers are held to account for their contribution and participation by the CEO
- The Council is not delegated authority to act outside of the authority of the CEO
- The CEO is accountable for decisions and actions taken as a direct result of the advice received from the Councils.

Example activities

- Cluster wide school improvement initiatives, such as introducing a new scheme of work for developing writing or a multi-disciplinary approach to arts development
- Planning and running events to share curriculum information with parents

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- Consultation events where a new initiative is being explored by the Trust, so that the feedback can be used to help inform decision making.

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Appendix 2

Local Governing Bodies: a lighter model

With significant responsibilities undertaken by the InMAT Board, and to a lesser extent, by the Cluster Councils; it follows that LGBs have a somewhat lighter burden than they had under LA control. For many, this will be welcome.

Each LGB will, as now, be responsible to the InMAT Board for the education delivered to the children in their care and LGB members will need to scrutinise teaching and learning and be aware of the key data and progress indications.

Safeguarding will remain a critically important responsibility and LGBs will be expected to have designated governors with responsibility for safeguarding and wellbeing of children and staff.

Finance will remain an important issue. Whilst reporting and monitoring will settle into new routines to be agreed between the CFO and the academy business managers which will relieve Governors of some of their work, the academy teams will still have to prepare their budgets and review their priorities. This will involve some of the LGB members who will act as a sounding board.

It follows that the LGB skill set will need to be somewhat less wide ranging than it is now. Standards, safeguarding and finance are the distilled functions.

There will be some LGBs which might choose a smaller structure as follows:

- Chairman and two other Governors appointed by the Board of Directors from the existing membership.
- The Headteacher
- Two governors who should be elected parents.

The rationale for this smaller structure is based upon two observations. Historically, some governing bodies have found it difficult to recruit and maintain a quorum. The role, when it is explained, is daunting which, again, impacts upon recruitment. Beyond these historic issues is the matter of substance. By sharing the governance roles with new partners in the shape of the Cluster and InMAT Boards, there is a reduction in workload which allows for smaller, more tightly focussed local structures.

Meetings of LGBs could be transformed. With three items on the agenda, things will be simpler. Education planning and delivery would be the principal focus with regular updates on finance and safeguarding. When a safeguarding issue is escalated, the safeguarding group can

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meet until the issue is resolved. When finance needs attention at budget preparation and year end, the finance group can come together for the duration of those activities.

How to initiate a change in the LGB structure

If an LGB wishes to opt for this lighter structure, the Chairman should make their intention known to the Chief Executive who will then work on the detail with the LGB and reach agreement as to membership.

At the conclusion of these discussions, the proposal will be put to the Board of Directors who will not unreasonably withhold their approval.