



# GOVERNANCE

## HANDBOOK & SCHEMES of DELEGATION

### 2023-24

<b>Committee:</b>	Trust Board	
<b>Approved on:</b>	6 <sup>th</sup> September 2023	
<b>Next review date:</b>	September 2024	
<b>Updated/Reviewed on:</b>	<b>Approved by Trust Board on:</b>	

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## **FROM THE CHAIR OF THE TRUST BOARD**

Welcome to ESPRIT Multi Academy Trust.

We are a community of three inner city schools in Stoke-on-Trent. Hamilton, Northwood Broom and Grove Academies. At ESPRIT, we believe learning is MAGIC and we maintain every child deserves the best possible start in life and should leave our schools with a lifelong passion for learning.

Our trust board is determined to work with teachers, school leaders, trustees, parents, TRUSTEES and the wider community to develop our strategy, vision and values for the next ten years ensuring existing excellent practice is strengthened and the values of our schools are retained for the benefit of our children. We see our core roles as;

- 1.** Ensuring clarity of vision, ethos, and strategic direction;
- 2.** Holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff; and
- 3.** Overseeing the organisation's financial performance and making sure its money is well spent.

Paul Atkins  
Trust Board, Chair

## **FROM THE CHIEF EXECUTIVE OFFICER**

I am delighted to lead ESPRIT Multi Academy Trust.

Everyone at ESPRIT shares a passion and a commitment to providing the best possible education and wider opportunities to support every child to achieve the best possible outcomes. We believe that every child is entitled to enjoy school and experience the MAGIC of learning in one of our academies. Whilst we recognise it is important for pupils to perform well in tests; we want our pupils to enjoy a rich, rewarding curriculum that focuses on them as individuals, supports them in developing their character, and become well-rounded, resilient young people who will realise their potential.

Without an extraordinary team of committed staff, this would not be possible. Excellent teaching and school leadership are vital to ensuring that our children and students get the education they deserve regardless of their background. That's why we invest heavily in the people who work across our Trust to ensure they have the tools they need, offering regular training opportunities and continuing professional development to make sure our provision is as effective as possible.

Thank you for giving your valuable time volunteering to support our children, staff, and stakeholders across the wider community.

Stephanie Moran  
Chief Executive Officer

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## **HANDBOOK AIMS**

This Governance Handbook and Scheme of Delegation sets out:

- The requirements of the Articles of Association regarding delegation.
- The principles of decision making within ESPRIT Multi Academy Trust.
- Schemes of delegation
- The respective roles of Members, Trustees, Executive Team and Academy Leadership Teams.
- Forms part of volunteer and senior staff induction.
- Signposting to more detailed information, guidance and resources; and providing information on the support available from governance professionals.

It should be read alongside other key governance publications including, but not limited to:

Keeping Children Safe in Education

Academies Trust Handbook

Articles of Association & Funding Agreement

Code of conduct

Accounting directions

Trust Financial Statement and Annual Report

Copies of the above can be found on the trust's website or from the trust's governance professional.

## **TERMINOLOGY**

Throughout the handbook, references to:

- the board should be taken to mean the accountable body this will be the trust board.
- the organisation means the school or group of schools being governed;
- executive leaders should be taken to mean those held to account by the board for the performance of the organisation

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- MAT known as multi-academy trusts, a charitable company with a trust board that is accountable for all of the academies within the trust.
- Academy trustees means those that sit on the board of an academy trust are referred to as directors or company directors
- Members refers to the current Members of an academy trust company; both those who are the founder Members and those who subsequently became Members;

This code sets out the expectations on and commitments required from members, trustees, TRUSTEES and academy committee members in order for them to properly carry out their work within the school/s and the community. Unless otherwise stated, 'school' includes academies, and it applies to all levels of school governance.

Whilst most references in this document are predominately linked to the trust board, this code of conduct applies equally to all levels of Governance. This code should be read in conjunction with the relevant law and for academies, their articles of association and agreed schemes of delegation. It should be adapted as appropriate depending on the governance setting and level of delegation.

**As a trust board, we accept responsibility for:**

- Ensuring effective roles and responsibilities:
- Perform suitability checks for existing and future members
- Reserve a minimum of 2 places for parents in our governance structure
- Ensure our Trust meets all its' obligations in relation to safeguarding, health and safety and estates management
- Follow robust procedures when appointing a senior executive leader as a trustee
- Emphasise the value of external reviews of governance for our trust
- Liaise with our RSC when our senior executive leader planned/plans to leave the trust to discuss their structure and options
- Use the new term of governance professional
- Conduct Disclosure and Barring Service checks

**Establishing the strategic vision by:**

- Setting and ensuring clarity of vision, values and objectives for the school(s)/trust
- agreeing the school improvement strategy with priorities and targets
- Meeting statutory duties

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**Ensuring accountability by:**

- Appointing the Accounting Officer
- Monitoring the educational performance of the school(s) and progress towards agreed targets
- performance managing the Accounting Officer
- Engaging with stakeholders
- Contributing to school self-evaluation

**Overseeing financial performance by:**

- Setting the budget
- Monitoring spending against the budget
- Ensuring money is well spent and value for money is obtained
- ensuring risks to the organisation are managed
- Reviewing our scheme of delegation
- Ensuring information is published on our website in relation to employees whose benefits exceed £100k
- Ensuring relevant governance documents are available for public inspection
- Having robust Internal scrutiny
- Ensuring that we re-tender for our external audit service when necessary
- Ensure the Trust obtains prior approval for staff severance payments of £100k or more which include a non-statutory/non-contractual element, and/or where the employee earns over £150k
- Provide the ESFA with authority to obtain third party information
- follow the advice and guidance on cybercrime

**As individuals on the Trust board / Trust committees, we agree to fulfil the following:**

**Roles and responsibilities**

- Actively understand the purpose of the governance structure and the role of the executive leaders.
- Work with others including the Executive Principal and where appropriate, executive leaders, other TRUSTEES and other partners.
- Accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the trust board when we have been specifically authorised to do so.

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- Accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the trust board meeting.
- Fulfil our duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- Encourage open governance and act appropriately.
- Consider carefully how our decisions may affect the community and other schools.
- Always be mindful of our responsibility to maintain and develop the ethos and reputation of our school/group of schools. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the trust board.
- Actively support and challenge the executive leaders
- Accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation;
- Respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements;
- Agree to adhere to the schools' rules and policies and the procedures of the trust board as set out by the relevant governing documents and law
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views;
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation
- Avoid, as far as possible, becoming involved in any communication which may lead to a conflict of interest with the role of the local community governance committee

### **Commitment**

- Accepting office as a member/trustee/TRUSTEE/academy committee member involves the commitment of significant amounts of time and energy.
- Involve ourselves actively in the work of the trust board, and accept our fair share of responsibilities, including service on committees/working groups.
- Make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- Get to know the school/s well and respond to opportunities to involve ourselves in school activities.

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- Visit the school/s, with all visits arranged in advance and undertaken within the framework established by the trust board.
- When visiting the school in a personal capacity (i.e. parent or carer), we will maintain our underlying responsibility in our governance role.
- Consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- Accept that in the interests of open governance, our full names, date of appointment, terms of office, governance roles, attendance records, relevant business and pecuniary interests, category of TRUSTEE and the body responsible for appointing us will be published on the school's website.
- Accept that information relating to governance members will be collected and logged on the DfE's national database of TRUSTEES.

### **Relationships**

- Strive to work as a team in which constructive working relationships are actively promoted.
- Express views openly, courteously and respectfully in all our communications with other TRUSTEES/trustees/academy committee members, the governance professional to the trust board and school staff both in and outside of meetings.
- Support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- Confront malpractice by speaking up against and bringing to the attention of the relevant authorities any decisions and actions that conflict with the Seven Principles of Public Life (see annex) or which may place pupils at risk.
- Be prepared to answer queries from other board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- Seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community

### **Confidentiality**

- Observe complete confidentiality for confidential matters or where they concern specific members of staff or pupils, both inside or outside school.
- Exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a trust board meeting.
- Not reveal the details of any trust board vote.
- Ensure all confidential papers are held and disposed of appropriately
- Understand that the requirements relating to confidentiality will continue to apply after a member of governance leaves office

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### **Conflicts of interest**

- Record any pecuniary or other business interest in the Register of Business Interests (including those related to people we are connected with) that have a connection with the trust board's business, and if any such conflicted matter arises in a meeting to offer to leave the meeting for that item.
- Accept that the Register of Business Interests will be published on the school/ Trust's website.
- Declare any conflict of loyalty at the start of any meeting should the situation arise
- Act in the best interests of the school as a whole and not as a representative of any group, even if elected to the governing board

### **Breach of this code of conduct**

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the trust board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways
- Should it be the chair that we believe has breached this code, another trust board member, such as the vice chair will investigate.

### **NOLAN PRINCIPLES**

The Seven Principles of Public Life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources. The principles also apply to all those in other sectors delivering public services.

The Nolan Principles form part of the trust's Code of Conduct which all members, trustees and TRUSTEES are required to signed up to.

**Selflessness** - We will act solely in terms of the public interest.

**Integrity** - We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

**Objectivity** - We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** - We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

**Openness** - We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** - We will be truthful.



- **Leadership** - We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

#### **BREACH OF THIS CODE OF CONDUCT**

If it is believed the code of conduct has been breached, anyone may raise the issue with the trust board chair and the chair will investigate; the trust board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

Should it be the Chair that who it is believed has breached this code, another trust board member, such as the vice chair will investigate.

## MISSION, VISION AIMS AND OBJECTIVES

We are ambitious for our children, staff and local communities. We have big ideas and want to achieve the very best outcomes. We are committed to removing any division and to providing the very best opportunities for our stakeholders, unfortunately we do not have the capacity on our own to deliver all of our ambitions. For this reason, we are working to find the right partners to continue our journey so that the pupils and staff in our community continue to thrive and excel.

### Our Vision

- We work closely with, and have high expectations of, everyone in our school communities to remove any barriers to ensure ALL of our children reach their full potential
- Everyone matters and everyone is special within our schools so that become the best they can be.
- All staff share our commitment to improvement and teaching is highly effective.
- Our schools are safe and secure environments, we are vigilant and prioritise pupils' welfare.
- We will constantly challenge ourselves through joint professional development to take risks and innovate to ensure our curriculum is broad, balanced, challenging.
- We will encourage our children and staff to be MAGIC learners throughout their lives.
- We will inspire children to learn through creative and exciting learning challenges which will broaden their horizons and inspire them to be whatever they want to be. diversity, respecting everyone for who they are. —If you want to feel good, then do good!
- British values are at the heart of the school's work and impact positively on children's spiritual, moral, social and cultural development.
- We actively celebrate pupils' differences and confidently and sensitively challenge any discrimination.

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## **Key Priorities for the Trust Academic Year 2023-24**

### **1. Prepare the trust effectively for merger by;**

- Ensure there are effective working relationships at Northwood Broom, Hamilton and Grove Academies.
- Listen and respond to the views of Stakeholders.
- Ensure schools have leadership teams which positively impact on school improvement priorities.
- Leaders, staff, pupils and parents report feeling well informed and actively contribute to consultations.
- All schools have a planned approach to staff workload and wellbeing and all staff report feeling well supported by leaders.
- Identify support needed in each school and source most appropriate support – commission and collaborate as necessary
- Prioritising support for Grove Academy so that it shows improvement towards a Good outcome at the next Ofsted inspection.
- Self-evaluation and academy development planning is robust and accurate and links to outcomes data.
- Review budgets to ensure funds are well managed and impact on pupil outcomes
- Ensure the trust operates compliantly with all national requirements
- Trust is well prepared for merger with the co-operative Academies Trust.
- Governance is streamlined until merger takes place.
- Engage in all due diligence processes necessary to prepare for trust merger

### **2. Improve Quality of Education across the trust, and particularly at Grove by ensuring the curriculum is broad, ambitious and designed to give all pupils, particularly disadvantaged pupils and pupils with SEND, the knowledge and cultural capital they need to succeed in life.**

### **3. Leaders have developed a coherently planned and effective curriculum in reading, writing, mathematics and at least 4 other subjects that explicitly sets out;**

- the knowledge and skills that pupils will gain
- how components are sequenced so that content is taught in a logical progression, systematically and explicitly, for all pupils to acquire the intended knowledge and skills set out in clear end points
- the ambition leaders have to give pupils, particularly disadvantaged pupils and pupils with SEND, the knowledge they need to take advantage of opportunities, responsibilities and experiences in later life
- the teaching materials to be used which do not create unnecessary workload for staff

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**Leaders regularly monitor and support staff to**

- Use rigour in curriculum and subject-specific planning
- Ensure disadvantaged pupils or pupils with SEND do not receive a reduced curriculum
- monitor pupil progress and achieve the best outcomes
- have expert knowledge of the subjects that they teach or, deliver the planned curriculum well
- consider the most important knowledge or concepts that pupils need to know and focus on these, and prioritise feedback, retrieval practice and assessment

**Leaders ensure that in lessons and work, teachers,**

- present information clearly and promote appropriate discussion
  - check pupils' understanding systematically, address misconceptions and adapt teaching as necessary to correct these
  - deliver the subject curriculum in a way that allows pupils to transfer key knowledge to long-term memory
  - adapt, design and develop the curriculum to meet the needs of pupils with SEND
  - ensure new knowledge and skills build on what has been taught before and pupils can work towards clearly defined end points
  - use assessment to check pupils' understanding to inform teaching, and address any gaps in learning
  - support pupils to work with increasing fluency and independence
  - have high expectations re children's best work and develop presentation and handwriting amongst children and staff.
- ensure pupils read well and widely across the curriculum, with enjoyment, fluency and comprehension. Using phonics to support those at the earliest stages of reading.

**4. Ensure schools have the highest expectations for pupil's behaviour, conduct and attendance so that schools compare favourably with national expectations.**

**Leaders have high expectations of pupil's behaviour, monitor it closely and support staff to;**

- create a safe, calm, orderly and positive environment in the school where low-level disruption is not tolerated
- set clear routines and expectations for the behaviour of pupils across all aspects of school life, not just in the classroom
- follow clear and effective behaviour and attendance policies with clearly defined consequences that are applied consistently and fairly by all staff • reward pupils' motivation and positive attitudes to learning
- commit to a positive and respectful school culture in which staff know and care about pupils

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- create an environment in which pupils feel safe, and in which bullying, discrimination, sexual harassment, sexual abuse and sexual violence – online or offline – are not accepted and are dealt with quickly, consistently and effectively whenever they occur
- talk about how they and pupils are affected by pupils’ challenging behaviour
- make sure that pupils follow appropriate routines and not tolerate low-level disruption
- not tolerate any form of bullying, if they occur, they are dealt with quickly and effectively and are not allowed to spread
- encourage pupils to be resilient and take pride in achievements.

**Leaders ensure all policies linked to behaviour, safeguarding and attendance are up to date, understood by all stakeholders and effectively applied**

- behaviour policies in place regarding harmful sexual behaviour, includes details of appropriate sanctions that should be consistently applied and that reflect and are consistent with the messages that are taught across the curriculum
- policies reflect the school’s high expectations and leaders ensure their consistent, fair implementation
- any suspensions from school are analysed and there is a strategy for reintegrating a pupil who returns to school following a suspension and for managing their future behaviour
- any exclusions are legal and justified and schools can demonstrate how they are doing all that they can to support pupils at risk of exclusion, including through tenacious attempts to engage local support services.

**Leaders are focused on improving school attendance to at least national levels**

- Leaders evaluate pupils’ attendance and the impact of strategies used to improve pupils’ attendance.
- Staffing across the Trust will be used to target poorest attendance
- Leaders consider pupils’ weak attendance in their safeguarding systems and the clarity of their attendance recording  
Leaders ensure pupils’ punctuality in arriving at school and at lessons is closely monitored
- Leaders analyse absence and persistent absence rates for all pupils, and for different groups compared with national averages for all pupils; this includes the extent to which low attenders are improving their attendance over time and whether attendance is consistently low

**Individual school development plans recognise the Trust's key priorities.**

## **GOVERNANCE STRUCTURE**

### **ROLES AND RESPONSIBILITIES**

ESPRIT Multi Academy Trust is governed in accordance with the Articles of Association of the ESPRIT MULTI TRUST Academies Trust (**'Trust'**) and Funding Agreements entered the Company and the Secretary of State under section 1 of the Academies Act 2010, including any variation or supplemental agreements. ESPRIT is constituted as a charitable company limited by guarantee, and must comply with the requirements of the Companies Acts, Charity and Education law.

### **MEMBERS**

- We have members because of the requirements of the Companies Act 2006. Members play a limited but crucial role in safeguarding academy trust governance. Members assure themselves that the governance of the trust is effective, that Academy Trustees are acting in accordance with the trust's charitable object(s) and that they, the Members, use their powers to step in if governance is failing.
- It is the trust board, not the members, who are the organisation's key decision makers. Members should therefore be 'eyes on and hands off'. In general, Members would not be expected to attend board meetings, sit on executive leaders' performance review panels, or even contribute to specific decisions in relation to the trusts' business."
- We keep Members informed so they can be assured that the board is exercising effective governance and leadership of their trust. Members will want to be well informed of the skills the board needs to be effective and to have confidence in the board at all times, with sufficient arrangements in place for them to know when they may need to exercise their powers – particularly to appoint or remove one or more Trustees

### **Our Members;**

- Sign the articles of association and approve any changes.
- Are responsible for existence and constitution of the trust
- Appoint and remove members and up to 9 trustees
- Appoint and remove auditors
- Hold at least 2 meetings per year which are quorate (2)
- Receive a copy of the accounts and annual report
- Ensure the trust is meeting its charitable objectives
- Are responsible for dissolving the trust as and when necessary
- Hold the trust board to account through monitoring the work of the trust board through an AGM or by receiving the Annual audited accounts and Annual report.

A list of current members can be found on the trust website. Employees of the Trust cannot be members

## **NON-EXECUTIVE DIRECTORS/TRUSTEES**

The DfE states: *'Charity Trustees means the directors of the Academy Trust, who are responsible for the general control and management of the administration of the Academy Trust'*

ESPRIT has a team of non-executive directors, also known as trustees, whose combined skills offer a wealth of experience to support the Trust's activities.

The Trust plays several roles in the life of each of its academies, setting direction and working with the leadership team to ensure that each school provides the best learning environment for its students. The Trust board is responsible for fostering progress in all areas of the schools' operation, promoting value for money and good use of public funds, and championing the schools in the wider community.

The Trustees are responsible for the general control and management of the administration of the trust, and in accordance with the provisions set out in the 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 maintain robust internal control arrangements. In addition, it must carry out the three core governance functions:

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

A list of the current trustees can be found on the trust website.

## **TRUST BOARD COMMITTEES & TERMS OF REFERENCE**

- The Trust has established a clear organisational structure with identified lines of accountability and reporting for all its operations. This includes defining the responsibilities of the Trust Board and those delegated to its committees and each person involved in the management and administration of finances within the Trust, in order to avoid the duplication or omission of functions and to provide a framework of accountability for members of the Trust Board and staff.
- The board reviews the need for committees and their terms of reference annually.
- Committees will be responsible for close scrutiny of all aspects of the MAT and schools' work. Committee Chairs and the CEO will report to the Trust Board by exception

An exception report will be used to identify and prioritise instances which require immediate attention when reviewing the performance of our schools, or academy trust. It will allow the board to easily understand issues of concern, or where the performance at our schools or trust has significantly deteriorated from that which you would expect, and to question and challenge executive leaders to understand and contribute towards the improvement actions. The ESFA have developed 7 themes which they suggest help Trustees to monitor the performance of their Trust. These are:

- Pupil numbers/attendance and exclusions
- Attainment and progress
- Curriculum planning – staff and class sizes
- Financial Management and Governance
- Quality assurance
- Safeguarding and well-being
- The school community – staff, pupils and parents

We ensure that these 7 themes are fully considered and included in the Terms of Reference of our 3 Trust Committees:

1. **Finance, Audit and Risk Committee,**
2. **Challenge Committee**
3. **Pay & remuneration committee**

The Board will regularly update the risk register in the light of committee reporting and act to mitigate against risks.



## **THE TRUST BOARD**

### **PURPOSE**

- The Academy Trust Board will be managed in accordance with the Articles of Association of the ESPRIT MULTI ACADEMY TRUST ('Trust'/'Company') and Funding Agreements entered the Company and the Secretary of State under section 1 of the Academies Act 2010, including any variation or supplemental agreements. Provide the Annual Report and Financial statements the Trust's Members.
- Abide by the Seven Nolan Principles of Public Life and Framework for Ethical Leadership in Education. Adhere to the Academy Trust Handbook.
- Adhere to the Academies Account Directions.

### **DECISION MAKING**

- All Trustees will provide leadership to the Trust and will contribute to its overall governance and strategic direction. The Trustees play an integral role in decision making to develop the Trust' aims objectives and goals in accordance with the articles of association, legal obligations and regulatory guidelines.
- All Trustees are collectively responsible for the decision and governance of the Trust and should actively participate in decision-making processes and not be overly reliant on one or more individual Trustee (s).
- The establishment, Terms of Reference, Membership, and any Constitution, will be reviewed by the Directors of the Trust annually.
- The Trust will approve a Scheme of Delegation defining the powers and functions that are reserved for the Trust Board and its Committees.
- Any delegated decision in accordance with the Trust's Scheme of Delegation, or other authority received directly from the Trust Board must be reported to the next full Trust Board meeting, but a decision taken under delegated powers is binding and immediately effective.

### **PARTNERSHIP WORKING**

- The Trustees will work in partnership with the CENTRAL TEAM and Principals to ensure that decisions are acted upon, and the Trust is managed effectively.
- All Trustees should fully understand the difference between the role the board of directors play in governing, developing, and agreeing the strategic direction of the trust and that of the senior leadership team in applying strategy to the day-to-day operations of the trust to local academies

### **MEMBERSHIP**

- The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- Subject to Articles 48-49, the Company shall have up to 7 Directors, appointed under Article 50; including the Executive Principal (s).
- The Company may also have any Co-opted Trustee appointed under Article 58.
- The total number of Trustees including the chief executive who are employees of the Company shall not exceed one third of the total number of Trustees.

## **QUORUM**

The quorum for a meeting of the Trustees and any vote on any matter thereat, shall be any three Trustees, or, where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting.

## **MEETINGS**

- The Trustees shall hold at least six Trust Board meetings in every academic year. Meetings of the Trust Board shall be convened by the governance professional.
- Re: Articles 117-119, where there is an equal division of votes, the chair of the meeting will have a casting vote in addition to any other vote he/she may have.
- The chief executive will not vote on any matters requiring a vote.

## **MAIN DUTIES**

Directors are responsible for providing appropriate oversight, governance and leadership to the Trust, pursuit of its strategies to fulfil its charitable purposes. As such Directors are responsible for:

- determining the mission, values, and long-term ambitious vision for the trust and deciding the principles that guide trust policies and approving key policies.
- appointing and appraising the senior executive leader and making pay recommendations.
- working with senior leaders to develop a strategy for achieving the vision.
- ensuring that stakeholders are involved, consulted, and informed as appropriate and ensuring the voices of stakeholders are heard.
- ensuring that all academies in the trust deliver a broad and balanced curriculum such that pupils are well prepared for the next stage of their education.
- taking ownership of the trust's financial sustainability and ensuring effective resource management across the trust.
- agreeing the trust's staffing structure and keeping it under review to ensure it supports delivery of the strategy.
- ensuring robust risk management policy and procedures are in place and that risk control measures are appropriate and effective.
- measuring the trust's impact and progress towards its strategic objectives.
- ensuring the required policies and procedures are in place and the trust is operating effectively in line with these policies.
- holding the senior executive leader to account for standards, financial probity, and compliance with agreed policies.
- evaluating relevant data and feedback provided by senior executive leaders and external reporting on all aspects of trust performance.
- asking challenging questions of the senior executive leader (s) to hold them to account.
- ensuring that there are policies and procedures in place to deal with complaints effectively.
- ensuring that the trust's governance structure meets the needs of the trust with clear schemes of delegation, outlining the responsibilities delegated to the senior executive leader and the responsibilities of the board and academy committees.
- ensuring effective communication channels are in place.
- appointing a governance professional and Company Secretary

## **COMMITTEES**

### **FINANCE, AUDIT AND RISK COMMITTEE**

#### **PURPOSE**

- In accordance with the Academy Trust Handbook ESPRIT Trust Board has resolved to establish an Audit, Finance, and Risk (FAR) Committee to advise and report to the Board on any significant matters relating to finance and audit arrangements, systems of internal control, risk management and to advise the Board to ensure sound and robust oversight of the Trust's finances and resources, including proper planning, monitoring, and probity.
- FAR is accountable to the full Trust Board. The Committee's Terms of Reference have been set by the Board and can only be amended by them.

#### **MEMBERSHIP**

- The committee will consist of up to five Trustees who the Board will appoint. At least one member of the committee should have relevant financial or audit experience. The Trust Board Chair cannot be the Chair of the FAR, but can be a member of the committee.
- The committee members shall hold office from the date of their appointment until resignation or omission from membership on subsequent consideration by the Board.
- The Board will review committee membership on an annual basis at the start of the academic year.
- The committee will appoint a Chair and Vice-Chair.
- The chief executive/ accounting officer and chief finance officer will be in attendance but will have no voting rights. Any other members of staff or external professionals will be invited to attend the relevant meeting as required.

#### **QUORUM**

The quorum shall be three trustees.

#### **MEETINGS**

- The Committee will meet at least six times a year in advance of the board meetings.
- The governance professional will facilitate the administration of FAR meetings. Agenda and papers will be circulated to members of the committee seven days in advance of the meeting.
- Draft minutes will be sent to the Chair for review of the meeting. Approved minutes will be stored on TRUSTEE Hub.

#### **AUTHORITY**

- The committee is authorised to investigate any activity within its term of reference or specifically delegated by the Trust Board.
- The committee is authorised to obtain any legal and professional advice it considers necessary in consultation with the Chair of the Trust Board.

## **MAIN DUTIES**

- Fulfil its responsibilities as set out in these Terms of Reference in line with the Funding Agreement, Articles of Association, Scheme of Delegation, Academies Trust Handbook, Academies Accounts Direction, Financial Control Procedures, and any other relevant policy related to audit, finance, and risk.
- Ensure sound management of the Trust finances and resources, including proper planning, monitoring, probity, and value for money.
- Advise the Board on the adequacy and effectiveness of financial governance, risk management, internal control, and value for money systems and frameworks.
- Advise the Board on the appointment, re-appointment, dismissal, and remuneration of the external auditor for approval by Members.
- Advise the Board on the need for the appointment, re-appointment, dismissal, and remuneration of an internal auditor or another assurance provider.
- Ensure compliance, investment, and cash management as per the Academies Trust Handbook.
- Monitor any changes to the OUJ process.
- Ensure the Trust has appropriate insurance cover in place.

## **RESPONSIBILITIES:**

The FAR committee shall consider and advise the Board on the following RESPONSIBILITIES specific matters:

## **FINANCE**

- To monitor and review income and expenditure against budgets during the financial year and to agree on variations from the financial plan and virement budgets following the financial control procedures.
- The revised forecast of estimated income and expenditure for the entire year for the Trust, its academies, and subsidiaries, including any proposed actions required to address any adverse variances from the budget plan.
- Review the drafting of the annual budget and 3-year plan.
- To recommend to the Trust Board, for approval, the annual Trust budget and financial plan.
- To review and recommend to the Trust Board, for approval, the annual report and financial statements.
- Monitoring and updating financial policies and financial regulations.
- Consider any other matters that can have a financial impact on ESPRIT
- Authorise purchases or lease arrangements over the limit recorded in the financial Scheme of Delegation.
- Approve the writing off of bad debts over the limit recorded in the financial Scheme of Delegation.
- Approve the disposal of assets with a netbook value over the limit recorded in the financial Scheme of Delegation.
- Approve staffing restructure proposals before consultation where they have a solely or predominantly financial imperative.
- Direct and oversee the programme of internal and external audits of the Trust.

## **AUDIT**

- Recommend to the Board the appointment or re-appointment of the external auditors of the Trust for approval by Trust Members.
- To receive the auditors' reports and approve the management responses and report the findings and actions to the Trust Board.
- Review the external auditor's letter of engagement and annual planning documents and approve the planned audit approach.
- Review all reports received from the external auditor (e.g., annual reports, management letter) and consider any issues raised and the associated management response and action plans. Reports should be referred to the Board for information or action.
- Recommend to the Board the appointment or re-appointment of the internal auditors of the Trust.
- Agree on a programme of work with an appropriate external body to independently assess and report on the Trust's internal financial controls and compliance with the Accounting Officer's statement on governance, regularity, propriety, and compliance as published in the Annual Report Review all reports received from the internal auditor (e.g., annual reports, internal control findings) and consider any issues raised and the associated management response and action plans. Reports should be referred to the Board for information or action.
- Recommend to the Board the scope of works for internal scrutiny and the areas, measurement, and monitoring for any proposed scrutiny.
- Review all audit reports including, but not limited to, Health and Safety and GDPR.

## **RISK MANAGEMENT**

- Annual review of the Trust's risk management systems, including arrangements for risk management, control, and governance processes.
- Review, monitoring, and assurance of the Trust's Risk Register.
- Review of the Trust's financial Scheme of Delegation and recommending any changes to Board for approval.
- Annual review of all insurance arrangements.
- Conduct a legal and reputational review in line with the trust's risk register reviews.

## **OTHER**

- Review of other significant financial or related reports or submissions that impact the Trust, for example, funding applications.
- Receive a report concerning any data protection breaches under GDPR.
- To review and make recommendations to the Trust Board on any relevant policies and procedures.

## **CHALLENGE COMMITTEE**

### **Purpose**

To hold the Executive leaders – CEO and Academy Principals - to account and ensuring that they are fulfilling their delegated responsibility to raise standards and improve outcomes.

### **MAIN DUTIES**

#### **1. SCHOOL PERFORMANCE AND STANDARDS**

- Provides oversight and monitoring of the school's performance, related to all statutory reporting, including standards and attendance.
- Providing support and challenge to secure positive student outcomes.
- Oversight of academy attendance, absence, exclusion and suspension figures.
- Challenge and scrutiny of school safeguarding procedures.
- Representing the view of the academy and its stakeholders to the trust.
- Scrutinising detailed information on pupil progress and attainment and, if necessary, challenging assumptions.
- Monitoring key policies, as determined in the scheme of delegation such as safeguarding, for their effectiveness.
- Monitoring progress being made towards meeting key strategic priorities and aims.
- Contributing to the recruitment and performance management of key staff, as determined by the written scheme of delegation.

#### **2. VIEWS ABOUT THE SCHOOL**

- Consider staff feedback to measure levels of satisfaction, staff surveys, and exit interview summary reports.
- Consider reasons for high staff absence/turn over
- Consider pupil views through discussion or questionnaires
- Consider parent views through discussion or questionnaires
- Monitor number of complaints received

### **Membership**

- The committee will consist of no less than 4 Trustees as appointed by the Trust Board
- The CEO / Accounting Officer will attend meetings of the Committee. Trustees who are not Committee members have the right to attend meetings
- Decisions of the Committee will be by democratic voting of the members and in the event of a tie, the Chair of Committee will not have a casting vote
- Academy based staff employed by the Trust will not be members but may attend to provide information and participate in discussions

## **QUORUM**

The quorum necessary for the transaction of business shall be three trustees.

## **Frequency of meetings**

The Committee shall meet on a half termly basis or more frequently as needed.

## **REPORTING**

- The committee chair shall report to the trust board after each meeting on the nature and content of its discussion, recommendations, and action.
- The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.
- The committee shall describe its work in the annual report.
- The committee shall consider school standards data in relation to nationally published data.

## **OTHER**

The committee shall:

- Have access to sufficient resources to carry out its duties, including access to the Trust's governance function for advice and assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members of the committee and on an ongoing basis for all members of the committee.
- Give due consideration to all relevant statutory guidance related to Ofsted, DFE, as appropriate.
- Attend any meetings with external bodies to discuss school standards, for example Ofsted.
- Ensure that a periodic evaluation of the committee's performance is carried out.
- Review its terms of reference annually to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the trust board for approval.

## **AUTHORITY**

The committee is authorised by the Board to obtain, at the Trust's expense, outside legal or other professional advice on any matters within its terms of reference, subject to liaison with the chief executive officer and or the chief finance officer.

## **PAY & RENUMERATION COMMITTEE**

### **PURPOSE**

The committee is responsible for establishing remuneration frameworks and policies that promote and support alignment with the Trust's long-term charitable aims and purposes, with any performance-related pay schemes relevant and proportionate to the Trust. Any proposals recommended to the Trust board must satisfy the Education and Skills Funding Agency's requirements.

### **MEMBERSHIP**

The committee shall comprise up to five members, all of whom shall be trustees:

- Appointments to the committee are made by the Trust Board. The committee shall appoint the committee chair and vice chair.
- In the absence of the committee chair and vice-chair, the remaining members present shall elect one to chair the meeting who would qualify under these terms of reference to be appointed to that position.

### **RIGHT OF ATTENDANCE**

Only members of the committee have the right to attend meetings. However, other individuals such as the chief executive and or the chief finance officer, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate. Such invitees should not be present when their remuneration package is being discussed.

### **MEETINGS**

Meetings of the committee shall be called by the governance professional at the request of the committee chair or any of its members.

- The governance professional will ensure that the committee receives information and papers at least seven days before the committee meeting. Unless otherwise agreed, a notice of each meeting confirming the venue, time, and date together with an agenda of items to be discussed shall be forwarded to each member of the committee and any other person required to attend no later than seven days before the date of the meeting to enable full and proper consideration to be given to the issues.
- Supporting papers shall be sent to committee members and other attendees, as appropriate, at the same time.
- The governance professional shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, minutes should be distributed to all other members of the Board unless, exceptionally, it would be inappropriate to do so.



- The committee chair should attend the members' annual general meeting to answer any members' questions on the committee's activities. In addition, the committee chair should seek engagement with members and other key stakeholders on significant matters related to the committee's areas of responsibility.

## **QUORUM**

The quorum necessary for the transaction of business shall be two Trustees, who are members of the committee.

## **FREQUENCY OF MEETINGS**

The committee shall meet at least once a year and otherwise as required.

## **DUTIES**

The committee should carry out the duties detailed below for the Trust as a whole.

- Have delegated responsibility for considering and recommending to the Board the Trust's policy for executive remuneration, in accordance with the Department for Education's Governance Handbook, Setting executive salaries: Guidance for academy trusts, the Academies Trust Handbook the Academies Accounts Direction, and any other relevant guidance.
- Establish remuneration frameworks and policies that promote and support alignment with the Trust's long-term charitable aims and purposes, with any performance-related pay schemes relevant and proportionate to the Trust. Any proposals recommended to the Trust board must satisfy the Education and Skills Funding Agency's (ESFA) requirements of:
  - Being agreed by the Board in advance of any compensation;
  - Decided with independence and objectively, avoiding conflicts of interest;
  - Being robust in its application in light of the MATs educational and financial performance as well as reflecting the level of challenge of each role involved;
  - Demonstrating value for money, being proportionate and defensible in terms of public sector pay;
  - Disclosing other commercial arrangements of executives in the annual reports and accounts as required in the Academies Accounts Direction and the Charities SORP;
  - Being fully documented;
  - Not outpacing the pay of teachers; and Being aware of the ability of ESFA to challenge decisions.
  - Design remuneration policies and practices to support strategy and promote long-term sustainable success, with senior leadership team remuneration aligned to the Trust's charitable purpose and values, clearly linked to the successful delivery of the Trust's long-term strategy, taking into consideration guidance from the Department for Education (DfE) and the Education and Skills Funding Agency (ESFA).
- When determining executive remuneration policy and practices, consider the DfE and ESFA requirements for pay to be underpinned by the Nolan Principles and:
  - To be justifiable and in the best interests of the Trust;

- Reflect the breadth and level of the individual's responsibilities;
- Demonstrate value for money and;
- Ensure that whole school pay policy is followed accordingly.
- No executive or other senior staff member shall be involved in any decisions as to their remuneration outcome.
- In determining pay policy, consider all other factors that it deems necessary, including relevant legal and regulatory requirements, the provisions of DfE and ESFA guidance, and the funding agreement. The objective of such policy shall be to attract, retain and motivate executives of the quality required to run the Trust successfully without paying more than is necessary having regard to the views of members, other stakeholders, and the public sector market. The policy should be robust in its decision-making processes, transparent, proportionate, reasonable, and justifiable to all staff.
- Review the ongoing appropriateness and relevance of the whole school policy. The committee should undertake benchmarking exercises when reviewing its approach to executive pay.
- Where performance management and salary increases are deemed contentious, the decision-making argument supporting them must be justifiable.
- Within the terms of the agreed policy and in consultation with the chair and the executive principals, as appropriate, determine the total individual remuneration package of each executive staff member, including bonuses or performance-related payments.
- Choice of financial, non-financial, and strategic measures is important, as is the exercise of independent judgment and discretion when determining remuneration awards, taking account of the academy trust and individual performance, and wider circumstances.
- Increases should not be awarded automatically but in line with clear, measurable key performance indicators and should not outpace teacher pay increases. Other factors that should be taken into consideration by the committee could include:
  - Academic performance, including pupil outcomes and improvement (as identified in key stage indicators and Ofsted reports);
  - Educational challenges facing the academy trust (such as percentage of pupils identified as requiring SEND and free school meals, EAL pupils, local levels of deprivation and proportion of looked after children at the school);
  - Financial performance ( good and poor performance, flexibility in contracts to reflect those variables, levels of deficit/surplus and the auditor's view);
  - Other challenges facing the Trust (uniqueness of the Trust's situation, significant concerns, the individual's role in delivering future plans, other accountabilities, and local communications role);
- The experience of the individual, including qualifications; and the total cost of packages offered (including performance-related pay, pension contributions, salary sacrifice arrangements, any compensation for loss of office, other taxable benefits, non-taxable benefits only available to the executive team, and other remuneration such as car allowance)
- The committee should advise the trust board as to an executive's eligibility for either the Teacher's Pension Scheme or the Local Government Pension. It is for the trust board to decide which scheme is most appropriate.
- The committee should consider the proposed remuneration's potential impact on long-term plans to approach ESFA for a loan or a Condition Improvement Loan, which could be adversely affected by remuneration levels deemed as 'Executive High Pay' by ESFA.

- Have full authority to appoint remuneration consultants and commission or purchase any reports, surveys, or information it deems necessary at the expense of the Trust after liaising with the trust board and the Accounting Officer.
- However, the committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants.
- Review the design of all remuneration frameworks for the Trust, including any performance- related pay aspects. For any such plans, determine each year whether awards will be made. If so, the overall amount of such awards, the individual awards for senior leaders, and the performance targets to be used considering the factors detailed above.
- Review workforce remuneration and related policies annually.
- Work and liaise as necessary with other board committees, ensuring the interaction between committees and the Board is reviewed regularly.

## **REPORTING**

- The committee chair shall report to the trust board after each meeting on the nature and content of its discussion, recommendations, and action.
- The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.
- The committee shall describe its work in the annual report.
- The committee shall also ensure that provisions regarding disclosure of information as set out in the Charities SORP and DfE/ESFA, statutory guidance is fulfilled and that a report on trustee expenses and related party transaction policy and practices is included in the Trust's annual report and presented to members at the AGM.
- If the committee has appointed remuneration consultants, the consultant should be identified in the annual report alongside a statement about any other connection it has with the MAT or individual directors or senior leaders.

## **OTHER**

The committee shall:

- Have access to sufficient resources to carry out its duties, including access to the Trust's governance function for advice and assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members of the committee and on an ongoing basis for all members of the committee.
- Give due consideration to all relevant laws and regulations, the provisions of DfE and ESFA guidance, including the funding agreement, as appropriate.
- Ensure that a periodic evaluation of the committee's performance is carried out.
- Review its terms of reference annually to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the trust board for approval.

## **AUTHORITY**

The committee is authorised by the Board to obtain, at the Trust's expense, outside legal or other professional advice on any matters within its terms of reference, subject to liaison with the chief executive officer and or the chief finance officer.

## **HEALTH AND SAFETY COMMITTEE**

This will be convened when there is anything specific to consider. Otherwise business will be considered in the FAR committee.

## **EXECUTIVE TEAM**

The Trustees works in partnership with the executive team and the governance professional to ensure that decisions are acted upon, and the Trust is managed effectively.

- All Trustees and TRUSTEES should fully understand the difference between the role of the board of Trustees play in governing, developing, and agreeing the strategic direction of the trust and that of the executive team in applying strategy to the day-to-day operations of the trust to local academies.

## **CHIEF EXECUTIVE/ACCOUNTING OFFICER**

The board of trustees has appointed, in writing, a senior executive leader who is appointed as a trustee. This named individual is its accounting officer. The accounting officer role includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to ESFA's accounting officer, for the trust's financial resources.

- Accounting officers must be able to assure Parliament, and the public, of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.
- The accounting officer must have oversight of financial transactions, by:
  - ensuring the academy trust's property and assets are under the trustees' control, and measures exist to prevent losses or misuse
  - ensuring bank accounts, financial systems and financial records are operated by more than one person
  - keeping full and accurate accounting records to support their annual accounts
- The accounting officer must complete and sign a statement on regularity, propriety and compliance each year and submit this to Education and Skills Funding Agency (ESFA) with the audited accounts. The accounting officer must also demonstrate how the trust has secured value for money via the governance statement in the audited accounts.

- The chief executive is ultimately accountable to the Trust Board and, as the accounting officer, to the Secretary of State for Education and to Parliament for ensuring that the Trust Board meets its obligations for the proper stewardship and use of the public funds and assets entrusted to it and to perform its functions within the available financial resources and in accordance with relevant Funding Agreement (s).
- The day-to-day responsibility for running the Trust is delegated to the chief executive. The chief executive has overall executive responsibility for the Trust's activities, is responsible to the Chair and the Trust Board for ensuring that its financial obligations are met and has overall responsibility for the Trust's system of internal control.
- The chief executive is also specifically responsible for the approval of any proposals for ensuring the quality, standards, performance and development of teaching and educational services provided by the Trust and its academies, having regard to any guidance issued by the Department of Education and other relevant professional bodies.
- The chief executive may delegate their detailed responsibilities but remains accountable for the Trust's financial activities and overall system of internal control, including:
  - ensuring regularity and propriety
  - prudent and economical administration
  - avoidance of waste and extravagance
  - efficient and effective use of available resources, and
  - the overall organisation, management and staffing of the Trust.
- The chief executive delegates much of the day-to-day financial responsibility to the Chief Operating Officer, but the chief executive retains responsibility for:
  - recommending to the Trust Board the annual budgets and Medium-Term Financial Plans;
  - ensuring income and expenditure remains within budget for the Trust as a whole;
  - approvals as identified as being reserved for Chief Executive in the Scheme of Delegation; and
  - ensuring delegated responsibilities are monitored.

The chief executive will ensure that all members of the Trust Board, employees and all new appointees have access to and are put in a position to understand their responsibilities within the trust's Financial Regulations.

- The chief executive officer, is responsible for the educational outcomes of the Trust. This responsibility is delivered through line-management of academy headteachers.
- The chief executive is responsible for overseeing, quality assuring and supporting all academies, and for ensuring that the trust's vision, strategic aims and ethos are embedded in all academies and that its targets are met. The chief executive officer is responsible for ensuring that principals effectively manage their budgets.

## **PRINCIPALS**

- Principals are responsible for the provision of a full learning experience and support for children and students, and for carrying out the professional duties of a

- Principal as provided for under the relevant sections of the School Teacher's Pay and Conditions Document. They provide the vision and professional leadership to secure high quality education and high standards of achievement for all pupils, through the implementation of the trust's vision, strategic aims, ethos and policies within their academy. Principals are responsible for managing the budget of their academy.

### **CHIEF FINANCE OFFICER**

- The board must appoint a chief financial officer who is responsible for the trust's detailed financial procedures is delegated. The chief finance officer plays both a technical and executive leadership role.
- The chief finance officer and the finance staff must be appropriately qualified and/or experienced. Trusts must assess whether the chief finance officer and others holding key financial posts, should have a business or accountancy qualification and hold membership of a relevant professional body, dependent on the risk, scale and complexity of financial operations.
- The chief finance officer need not discharge all their duties personally. The trust may employ additional staff or contractors with the relevant skills and knowledge at the appropriate time.

### **COMPANY SECRETARY**

As private limited companies, academy trusts can choose to have a company secretary, but it's not legally required. The role and duties of the company secretary will be performed by the CFO.

### **GOVERNANCE SUPPORT**

#### **GOVERNANCE PROFESSIONAL**

All academy trusts are required by their articles of association to appoint a governance professional. ESPRIT multi academy trust has secured the support of the Co-operative Academies Trust to fulfil these requirements.

Any additional and specific functions of the governance professional will be determined separately by the Trust Board.

#### **TRUSTEEHUB**

- TRUSTEE Hub is the secure online portal, used by the trust, to store governance documents, such as calendar of all trust meetings, minutes, board papers, declaration of interests, TRUSTEE and trust appointments and terms of offices along with member, trustee and TRUSTEE contact details.

**ESPRIT MULTI ACADEMY TRUST  
SCHEMES OF DELEGATION 2023/24**

## Introduction

- Academy trusts must comply with the Academies Trust handbook (ATHB) as a condition of their funding agreement. The ATHB provides an overarching framework for implementing effective financial management and other controls, consistent with a trust's obligations as publicly funded bodies.
- The Trust Board must take full responsibility for its financial affairs and stewardship of assets and use resources efficiently to maximise outcomes for pupils.
- Although the Board cannot delegate overall responsibility for the academy trust's funds, it must approve a written scheme of delegation of financial powers that maintains robust internal controls. The scheme of delegation will be reviewed annually and immediately when there has been a change in trust management or organisational structure.
- This scheme of delegation forms part of the Trust's Governance Handbook. Detailed financial controls are documented in the Trust's Financial Controls Policy and Procedure which is approved by the Trust Board annually.
- The sections below outline the accountabilities of the Trust Board and the responsibilities which have been delegated.
- These responsibilities can be delegated to the interim chief executive, principal, chief finance officer and other Trust/Academy staff as appropriate and will be reflected in the relevant job descriptions for those posts.
- For the avoidance of doubt the board retains responsibility for any matter not listed within the Scheme of Delegation.

### KEY

Ü Governance function and decision-making is at this level.

C to be consulted prior to decision being made.

Approve (A)

Consult (C)

Implement (I)

Local Community Governing Committee (LCGC)

**Accountability:** an accountable body is ultimately answerable for the activity or decision

**Responsibility:** a responsible body is the one that completes the task. The responsibility can be shared.



Governance function		Members	Trust board / board committees	CEO / accounting officer	Principal
Governance framework: people	Appointment and removal of Members	ü			
	Appointment and removal of Trustees	ü	ü		
	Appointment of elected parent trustees/parent academy committee (LCGC) members		ü		
	Appointment and removal of Board & Committee Chairs		ü		
	Appointment and removal of other key Board positions e.g Named safeguarding trustee		ü		
	Appointment and removal of Academy committee (LCGC) Chairs		ü		
	Appointment and removal of Academy committee (LCGC) members		ü		
	Appointment and removal of Governance Professional to board		ü		
Appointment and removal of Governance Professional to academy committees		ü			
Governance framework: systems and structures	Review and agree Articles of association	ü			
	Establish an Annual review of Governance structure for the trust		ü		
	Agree annual terms of reference for committees and scheme of delegation		ü		
	Agree annual schedule of work for Trust board and board committees		ü		
	Complete annual Self-review of trust board and committees		ü		
	Complete Annual Self-review of academy committees (LCGC)				
	Chair's performance: carry out 360° review periodically		ü		
	Annual review of Trustee/academy committee (LCGC) member contribution		ü		
	Chair's Action: approve		ü		

Governance function		Members	Trust board / board committees	CEO / accounting officer	Principal
<b>Governance framework: people</b>	Appointment and removal of Members	ü			
	Appointment and removal of Trustees	ü	ü		
	Appointment of elected parent trustees/parent academy committee (LCGC) members		ü		
	Appointment and removal of Board & Committee Chairs		ü		
	Appointment and removal of other key Board positions e.g Named safeguarding trustee		ü		
	Appointment and removal of Academy committee (LCGC) Chairs		ü		
	Appointment and removal of Academy committee (LCGC) members		ü		
	Appointment and removal of Governance Professional to board		ü		
	Appointment and removal of Governance Professional to academy committees		ü		
<b>Governance framework: systems and structures</b>	Review and agree Articles of association	ü			
	Establish an Annual review of Governance structure for the trust		ü		
	Agree annual terms of reference for committees and scheme of delegation		ü		
	Agree annual schedule of work for Trust board and board committees		ü		
	Complete annual Self-review of trust board and committees		ü		
	Complete Annual Self-review of academy committees (LCGC)		ü		
	Chair's performance: carry out 360° review periodically		ü		
	Annual review of Trustee/academy committee (LCGC) member contribution		ü		
	Chair's Action: approve		ü		

Governance function		Members	Trust board / board committees	CEO / accounting officer	Principal
Governance framework	Publish governance arrangements on trust and academies' websites		C	ü	ü
	Annual report on the performance of the trust: submit to members and publish.		ü		
	Annual self-review/triannual external review of board effectiveness: submit to members		ü		
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit to members and Companies House		ü		
	Registration of Pecuniary Interest	ü	ü		
	ESFA required reports and returns submit		ü	ü	
	Annual report on the work of academy committee (LCGC): submit to trust and publish		ü		
	Planning applications reflecting a significant change of use and capital projects above the limit in the financial scheme of delegation		ü		
	Sales or purchases of Trust property assets;	ü	ü		
	Any decision to bring or defend legal action in a civil case		ü		
	Opening of new schools, acquisition of schools or expansion of activities beyond core business		ü		
	Response to criminal charges/allegations of criminal activity which have connection with Hamstead Hall Academy Trust		ü		
	Formation of a subsidiary		ü		
	Receipt of payments in exchange for sponsoring/naming rights		ü		
Any borrowing by the Trust		ü			

	Any grant of guarantee or indemnity in respect of a third party's obligations (including obligations of staff)		ü		
<b>Being strategic</b>	Determine trust wide policies which reflect the trust's ethos and values: approve.		ü	C	
	Approve academy level policies		ü	C	C
	Management of risk: establish register, review and monitor		ü	C	
	Ensure Engagement with stakeholders		ü	ü	ü
	Determine and approve trust's vision, strategy and key priorities: approve		ü	C	
<b>Governance function</b>		<b>Members</b>	<b>Trust board / board committees</b>	<b>CEO / accounting officer</b>	<b>Principal</b>
	Determine and approve academies' vision, strategy and key priorities			ü	
	Appointment and dismissal of Chief executive officer		ü		
	Appointment and dismissal of accounting officer		ü		
	Appointment and dismissal of Head Teacher			ü	
	Agree Budget plan to support delivery of trust key priorities		ü	C	
	Agree Budget plan to support delivery of academies' key priorities			ü	C
	Agree Trust's staffing structure		ü	C	
	Agree Academies' staffing structure			ü	C
<b>Admissions</b>	Admissions policy and any changes		ü		C
	Admissions monitoring			ü	ü
	Arrangements for admission appeals				C
<b>Ofsted</b>	Representing the Trust during Ofsted inspections		ü	ü	ü
	Agree action plan following Ofsted's visit		ü	ü	ü
	Responsible for ensuring that parents are informed of any Ofsted inspection				ü
	Responsible for stake holder engagement – community, parent feedback etc.		ü	C	C

<b>Holding to account</b>	Ensuring compliance (e.g., safeguarding, H&S, employment): agree auditing and reporting arrangements		ü	C	
	Monitoring progress on key priorities: agree reporting arrangements		ü	C	
	Performance management of the chief executive		ü		
	Performance management of Head Teachers			ü	
<b>Complaints</b>	Complaints policy		ü	C	
	Complaint handling			C	ü
	Reporting complaints		C	ü	ü
<b>Exclusions</b>	Accountable for setting the expectations for student behaviour and welfare through the strategic vision including attendance and behaviour		ü	C	C
	Accountable for the ratification of any permanent exclusions in the Trust		ü	C	C
<b>Governance function</b>		<b>Members</b>	<b>Trust board / board committees</b>	<b>CEO / accounting officer</b>	<b>Principal</b>
	The ultimate body of appeal for any exclusions		ü		
	Responsible for setting the expectations for student behaviour in the academy		ü		C
	Accountable for determining and monitoring the relevant behaviour and discipline policies for the academy		ü		C
	Accountable for monitoring attendance figures and those relating to student welfare, including bullying			C	C
	Accountable for any fixed term exclusions		ü		
	Responsible for recommending any permanent exclusions to the Trust Board		ü		
	Arrangements for permanent exclusion panel hearings		ü		
<b>Financial oversight</b>	Appointment of external auditors	ü			
	Appointment of internal auditors		ü		
	Appointment of accounting officer		ü		
	Appointment of chief financial officer		ü	C	

	Establish, monitor and review Trust's scheme of financial delegation		ü	C	
	Receive and respond to External auditors' report		ü		
	Agree Interim CEO pay award		ü		
	Agree Headteachers' pay award		ü		
	Staff appraisal procedure and pay progression: review and agree		ü		
	Benchmarking and trust wide value for money: ensure robustness			ü	
	Compliance with ESFA financial requirements		ü	ü	
	Approval of Annual Budget		ü		
	Monitoring budget and forecasts: agree reporting		ü	C	
	Approval of financial policies		ü		
	Receipt and review of management accounts		ü		
	Ensure appropriate insurance arrangements are in place		ü	ü	
	Governing bodies role in relation to the pupil premium		ü	C	
	Deciding how pupil premium is spent			C	ü
	Pupil premium strategy statement: write, agree & publish			C	ü
	Monitoring impact on pupil premium spending			C	ü
	Being accountable for pupil premium spending		ü	ü	ü
	<b>Governance function</b>	<b>Members</b>	<b>Trust board / board committees</b>	<b>CEO / accounting officer</b>	<b>Principal</b>
	Minimising the impact of COVID-19: reviewing strategy & recovery premium			ü	ü

<b>HEALTH AND SAFETY</b>	<b>Members</b>	<b>Trust Board</b>	<b>Executive Team</b>	<b>Principal</b>	<b>Notes</b>
Health and Safety Policy		A	I	I	

Critical incident plan		A	I	I	
RIDDOR reporting		I	I	A	
Premises Management & security requirements		A	I	I	
Statutory training		I	I	I	
Statutory compliance testing & audits		A	I	I	
Fire risk assessments		A	I	I	
Asbestos risk assessments		A	I	I	
General Risk Assessments			A/I	A/I	
Estates strategy		A	I	C	
Planned maintenance schedule			A/I	C	
Health and Safety committee terms of reference		A	I	I	
Health and Safety audits		A	I		
School trips			A/I	A/I	
Health and Safety general monitoring and action plans			A/I	A/I	
Environmental Policy		A	I	I	
<b>HUMAN RESOURCES</b>	<b>Members</b>	<b>Trust Board</b>	<b>Executive Team</b>	<b>Principal</b>	<b>Notes</b>
HR Policies		A	I	C	
Annual staffing structure		A	I	C	
Academy staffing budget		A	I	I	
Addition to staff structure – within budget			A		
Addition to staff structure – outside budget		A	I		
Addition to staff structure – fully funded from external grant		I	A	I	

Executive team job descriptions		A	I		Notes
Job evaluation policy & procedures		A	I	I	
Variation of employment terms & conditions		A	I		
Chief executive performance management		A/I			
Executive team performance management			A/I		
Staff performance management		A	I	I	
Recruit, appoint staff & senior leaders		A	I	I	
All employment checks		A	I	I	
Signing of employment contract, offer letter.			I		
Pay policy, including pay ranges, TLR's etc.		A	I	I	
Pay Awards		A	I		
Restructures		A	I	C	
Redundancy / severance (ESFA approval too)		A	I	C	
<b>GDPR</b>	<b>Members</b>	<b>Trust Board</b>	<b>Executive Team</b>	<b>Principal</b>	
GDPR/Data Protection policies		A	I	C	
Write DPIA's			A/I	C	
Write Privacy notices			I	I	
Approve privacy notices		A	I	I	
GDPR training		I	I	I	
Appointment of Data Protection Officer (DPO)		A			
Reporting GDPR compliance & breaches		A	I	C	
CCTV policy		A	I	C	



Data Retention Policy		A	I		
Acceptable Use Policy		A	I		
Electronic Info and Communications Policy		A	I		
Freedom of Information Policy		A	I		
Social Media Policy		A	I	C	
Subject Access Request Policy		A	I		
Bring your Own Device Policy		A	I		
Data Sharing Agreement		A	I		
Data Breach Policy & Procedure		A	I	I	
Data Breach Register			I	I	
<b>WEBSITE COMPLIANCE</b>	<b>Members</b>	<b>Trust Board</b>	<b>Executive Team</b>	<b>Principal</b>	
Audit of all trust websites		A	I	I	
Implementation of website audit recommendations			I	I	

### ESPRIT Multi Academy Trust Financial Scheme of Delegation

Financial Delegation Limits 2022-23 Academic Year	Authority to Purchase Limit	Authority to Purchase (from Stoke on Trent Local Authority)	Authority to Transfer Budget	Authorisation for Bad Debt Write-Off Limit	Authorisation for write off and disposal of assets	Payroll Monthly Confirmation	On-line Banking BACS Limit	MAT Internal Transfers
Trustee Board	<b>No Limit</b>	<b>No Limit</b>	<b>No Limit</b>	<b>£40,000*</b>	<b>£40,000*</b>	<b>n/a</b>	<b>n/a</b>	<b>No Limit</b>

Chair / Vice Chair of Trustees	£49,999	£49,999	N/A	Nil	Nil	n/a	n/a	No Limit
Chief Executive Officer / Accounting Officer	£24,999	£49,999	£24,999	£500	£20,000	£250,000	£100,000	£20,000
Chief Finance Officer	£10,000	£24,999	£10,000	£150	£500	£250,000	£100,000	£15,000
Estates and Procurement Manager	£1,000	£1,000	£Nil	No	No	n/a	n/a	No
Principal	£10,000	£10,000	£10,000	£150	£500	£150,000	n/a	£10,000
Academy Senior Leadership Team: (Deputy, Assistant Principals & Academy Business Managers)	£1,000	£1,000	£Nil	No	No	n/a	n/a	No

**\*Per single transaction (1% of MAT total annual income) anything above this value must be referred to ESFA.**

Where a pecuniary interest has been declared and has the potential to influence authorisations then a more senior source of authority must be sought using the above list. All limits apply to individual transactions. All BACS transactions and payments are subject to two signatories / authorisers.

Approval received from trustee board: \_\_\_\_\_ Chair of Trustees Date: \_\_\_\_\_

**PROPOSED AGENDA PLANNING**

**MEETINGS AND DECISION MAKING (\*MINUTE TAKING BY GOVERNANCE PROFESSIONAL)**

<b>MEETINGS</b>	<b>FREQUENCY / (ANNUAL NUMBER)</b>	<b>PURPOSE</b>
<b>STRATEGIC GOVERNANCE</b>		
<b>AGM *</b>	ANNUAL (1)	Holding the trust Board and Executive leaders to account for educational performance and the effective and efficient performance management of staff.
<b>TRUST BOARD*</b>	HALF TERMLY (6)	Ensuring Clarity of Vision, ethos and strategic direction. Holding Executive leaders to account for educational performance. Overseeing the financial performance of the trust and making sure money is well spent.
<b>FINANCE, RISK AND AUDIT COMMITTEE*</b>	TERMPLY (6)	Monitor financial performance of the trust and making sure money is well spent.
<b>CHALLENGE COMMITTEE *</b>	HALF TERMPLY (6)	Challenging and supporting individual school's progress towards achieving school improvement priorities. Challenging and supporting the accuracy of school self-evaluation. Support and challenge for school standards, attendance data and legal reporting.
<b>PAY COMMITTEE</b>	ANNUAL (1)	Annual review and setting of appraisal targets. Holding leaders to account.
<b>TRUSTEE VISITS TO SCHOOLS</b>	TERMPLY	Quality assuring the work of Executive leaders.
<b>MAT LEADERSHIP</b>		
<b>COT, CEO MEETING</b>	BI MONTHLY	Strategic discussion and agenda setting
<b>COT, CFO, CEO MEETING</b>	MONTHLY	Strategic discussions, finance focused and agenda setting
<b>ELT MEETING</b>	MONTHLY	Monitoring trust processes, common ways of working
<b>CEO - INDIVIDUAL SCHOOL LEADERS</b>	FORTNIGHTLY	Holding school leaders to account for educational performance.
<b>BUSINESS MEETINGS - SCHOOL FOCUSED</b>	MONTHLY	Supporting and challenging the financial, BUSINESS AND ESTATES performance of schools.

**PROPOSED AGENDA ITEMS AND TIMELINE 2023-24 (BOLD – LINKED TO THE SCHEDULE OF REQUIREMENTS 'MUSTS' )**

**WHO AND WHEN**

**AGM – ANNUAL MEETING AUTUMN 2 TO RECEIVE THE AUDITED ACCOUNTS AND Receive annual trustees’ report [2.18, 2.21 and 2.22]**

	<b>TRUST BOARD</b>	<b>FINANCE, AUDIT AND RISK COMMITTEE</b>	<b>CHALLENGE COMMITTEE</b>	<b>PAY &amp; REMUNERATION COMMITTEE</b>
	<b>HALF TERMLY</b>	<b>HALF TERMLY</b>	<b>HALF TERMLY</b>	<b>TERMLY</b>
<b>AUTUMN 1</b>	<p><b>MEETING 1 –</b> Appointment Chair and Vice Chair Previous years headline data Finance Declaration of Interest forms NGA Skills Audit <b>Approve a written scheme of delegation of financial powers [2.4]</b> <b>Review management accounts</b></p>	<p><b>MEETING 1</b> <b>Scrutinise internal scrutiny reports and make the findings available to all trustees promptly [3.15 and 3.16]</b> <b>Consider management accounts every month and take appropriate action.</b> <b>Measure key financial performance indicators regularly and analyse in annual trustees’ report [2.18, 2.21 and 2.22]</b></p>	<p><b>MEETING 1-</b> Appoint chair and vice chair Scrutinise previous years headline data Review Principal’s reports focused on education standards</p> <ul style="list-style-type: none"> <li>• SEF update</li> <li>• SIP priorities – L&amp;M, TLA, Assessment, set targets</li> </ul> <p>Policies</p>	<p><b>MEETING 1 -</b> Appoint chair <b>Consider decisions about executive pay [2.30 and 2.31]</b></p>
<b>AUTUMN 2</b>	<p><b>MEETING 2 - Scrutinise audited accounts ready for submission to ESFA by 31 December [4.4]</b> <b>Present annual trustees’ report [2.18, 2.21 and 2.22]</b> <b>Approve decisions about executive pay [2.30 and 2.31]</b></p> <p>Receive school SEFs, SIP priorities – and set targets Policies Strategic vision</p>	<p><b>MEETING 2 - Review management accounts</b> Policies Risk Assessment</p>	<p><b>MEETING 2 -</b> Review Principal’s report focused on attendance, behaviour and exclusions</p> <p>Behaviour, attendance, safeguarding Policies</p> <p>RESULTS OF QUESTIONNAIRES STAFF LEAVER SURVEYS</p>	

<b>SPRING 1</b>	<b>MEETING 3 - Review management accounts</b>	<b>MEETING 3 – Respond to findings by auditors, taking opportunities to strengthen financial management and control [4.16]</b>	<b>MEETING 3</b> Review Principal’s reports focused on education standards RESULTS OF QUESTIONNAIRES STAFF LEAVER SURVEYS	<b>MEETING 2 -</b>
<b>SPRING 2</b>	<b>MEETING 4 -Appoint an external auditor in writing, for the annual accounts [4.5 and 4.6]</b>  Put any additional services from the external auditor in a separate letter of engagement [4.6]  Review management accounts		<b>MEETING 4 – review management accounts</b>	<b>MEETING 4 –Review Principal’s report focused on attendance, behaviour and exclusions</b>  RESULTS OF QUESTIONNAIRES STAFF LEAVER SURVEYS
<b>SUMMER 1</b>	<b>MEETING 5 –Review management accounts</b>	<b>MEETING 5 – Review management accounts</b>	<b>MEETING 5 –Review Principal’s reports focused on education standards</b>  RESULTS OF QUESTIONNAIRES STAFF LEAVER SURVEYS	
<b>SUMMER 2</b>	<b>MEETING 6 –Submit a budget forecast return outturn and 3-year budget forecast return to ESFA [2.15 and 2.16]</b>  Approve a balanced budget for the financial year and minutes their approval [2.10]  Review management accounts	<b>MEETING 6 – Review management accounts</b> Policies Risk Assessment	<b>MEETING 6 – Review Principal’s report focused on attendance, behaviour and exclusions</b>  Behaviour, attendance, safeguarding Policies  SEF SIP	<b>MEETING 3</b>



## ESPRIT Committee Chair's Report

<b>Committee Name</b>	
<b>Date of meeting</b>	

### Procedural (standing agenda items)

- Election of Chair and Vice Chair
- Matters to be ratified at full trust board
  
- Policies

### Holding Executive Leaders to account

### Overseeing performance (link to statutory targets)

### Governance actions and next steps to be reported at next meeting

### Risk, agreed actions and next steps

**Link Trustee visit form**

<b>Name:</b>		<b>Date:</b>
<b>Attendees:</b>		<b>School:</b>
<b>Link Area:</b>		<b>Committee:</b>
<b><u>Specific Focus of visit</u></b>		
<b><u>Purpose of visit</u></b>		
<b><u>Key activity undertaken</u></b>		
<b><u>Key Strengths identified</u></b>		
<b><u>Key risks</u></b>		
<b>Key Follow up Actions Required</b>	<b>By Whom</b>	<b>By When</b>
<b>Any additional evidence attached</b>	<b>Yes</b>	<b>No</b>
<b>Next Visit – date time and purpose</b>		



Link TRUSTEE/Trustee Signature: .....

Date: .....

School Leader Signature: \_\_\_\_\_

Date: .....

### **Link trustee roles and responsibilities**

- To liaise with the appropriate member(s) of staff and link TRUSTEE
- To visit the school with the purpose of gathering information concerning their area of responsibility and to increase their knowledge of the School
- To regularly report to the Trustees on developments and progress within their area of responsibility
- To quality assure the work of executive leaders through desk top analysis, visits to the school and/or attendance at Link TRUSTEE and Leader meetings
- To attend training as appropriate
- To monitor the work of the local community governance committee and executive leaders.

### **School Leader roles and responsibilities**

- To liaise with the appropriate member(s) of staff and link TRUSTEE / trustee by setting dates for the school meetings in a timely manner
- To ensure that meetings focus on the review of school improvement plans in readiness for the forthcoming TRUSTEE meetings/ reports
- To prepare and present information concerning their area of responsibility to inform TRUSTEES/ trustees
- To regularly report to the link TRUSTEE on developments and progress within their area of responsibility
- To present evidence for quality assurance to inform the evaluation of progress towards priorities through desk top analysis, visits to the school and/or attendance at Link TRUSTEE and Leader meetings
  - To monitor the work of staff involved via action plans and evaluations

### **Protocols for meetings**

- Where possible link to an existing visit/ activity so as not to create unnecessary workload
- Link TRUSTEES/ trustees to prepare questions and challenge prior to the meeting
- Link TRUSTEES/ trustees to be involved with the setting/agreeing of Objectives
- Link TRUSTEES/ trustees actively participate with suggestion/ideas to help achieve objectives
- Identify areas to target in actions column to see a plan/improvement by the next meeting
- Make personal notes on plan and add as an attachment
- Link trustee/ TRUSTEE to record meeting on visit form.
- Visit form to be shared in a timely way to inform the school/Relevant committee and trust board