

The Learning Partnership

Scheme of Delegation

1 Introduction

1. Good governance is at the heart of delivering educational excellence and a clearly defined structure, where all parties understand their roles and responsibilities, is essential to providing the best education for our pupils.
2. The Learning Partnership, (the “Trust”) is a charitable company limited by guarantee (not for profit) and is required by law to operate to all statutory regulations and rules within its Articles of Association which are registered at Companies House. Trustees are the Directors of the charitable company for the purposes of company law. The Trust was established in September 2021.
3. This Scheme of Delegation (SoD) forms an integral element that underpins effective governance within The Learning Partnership (TLP). The TLP’s Board of Trustees (the “Board”) is accountable in law for all major decisions about all the schools within the Trust. However, this does not mean that the Board is required to carry out all the Trust’s governance functions. Many functions can and are delegated elsewhere, including to the CEO, the Board’s committees and Local Governing Boards established within each school.
4. The principle governing document for the Trust is the Articles of Association. The Articles set out the charitable purpose of the Trust, providing a framework for the Trust to act within both company and charity law. However, the purpose of this Scheme of Delegation is to ensure that there is clarity which can enable people and bodies to act to deliver the charitable objectives of the Trust, and in doing so provide a high-quality education to the pupils and communities that the TLP serves.
5. The TLP has made a commitment to maintain a clear distinction between accountability through governance (i.e. by the Trust Board and its committees) and accountability through line-management (i.e. by executive leaders).
6. The scheme of delegation reflects this distinction, as does the decision taken to remove employees from holding positions of governance within the Trust. The decision is supported further by maintaining a clear separation between the layers of governance which means that the individuals making up one tier of the governance structure of the organisation are not the same as another tier.
7. The Trust Board is committed to reviewing this scheme of delegation periodically (at least very two years) to ensure that it remains effective. It retains the power to change the constitution and powers of its committees at any time, and this includes the membership of those committees too. It may withdraw some, or all, of the delegations it has deployed at any time. Any decision to do this will be determined by the Board itself, and whilst such a decision it is likely to be underpinned by risk, the Board reserves the right to act at the speed it deems necessary.

2 Vision and Values of The Learning Partnership

8. The Trust Board is responsible for determining the vision and values for The Learning Partnership. It sets key objectives for the Trust and will encourage the facilitation of a culture where all parties can work together to achieve their aims.

9. The Board has agreed vision and values for the Trust and all its schools. These are available and published as a separate document.

3 Composition of The Learning Partnership

10. The TLP is comprised of the following schools (academies).

Primary phase

- a. Black Firs Primary School (BFPS) (Congleton)
- b. Castle Primary School (CPS) (Mow Cop)
- c. Daven Primary School (DPS) (Daven, Congleton)
- d. Dove Bank Primary School (DBP) (Kidsgrove)
- e. Egerton Primary School (EPS) (Knutsford)
- f. Leighton Academy and Nursery (LAN) (Leighton, Crewe)
- g. Shavington Primary School (SPS) (Shavington, Crewe)
- h. Wheelock Primary School (WPS) (Wheelock, Sandbach)
- i. Wistaston Church Lane Primary School (WCL) (Wistaston, Crewe)

Secondary phase

- j. Cheshire Studio School (CSS) (Knutsford)
- k. Congleton High School (CHS) (Congleton)
- l. Crewe University Technical College (UTC) (Crewe)
- m. Knutsford Academy (KA) (Knutsford)
- n. The Oaks Academy (TOA) (Crewe)
- o. Sir William Stanier School (SWS) (Crewe)

11. This scheme of delegation will be reviewed regularly by the Board, via its Governance Committee, typically every two years and when a change to the number or composition of the schools within the Trust happens.

4 Governance Structure and Lines of Accountability

12. The Trust operates a layered structure of governance. The model adopted is familiar across the education sector and features three clear layers of governance, namely:
 - a. Members;
 - b. Trustees;
 - c. Committees;
 - d. Designated individuals.
13. *Members* of the Trust are guardians of the governance of the Trust. Members, of which there must be a minimum of three, are independent from the Charitable Trustees and Directors. The role of the Member is analogous to that of the non-voting shareholders in a company. Members may amend the Articles of Association, appoint and remove Trustees, appoint external auditors, and give direction by special resolution to the Board. Members receive information about the Trust's business and receive the annual report and accounts. However, the actual engagement of Members with the Trust on a day-to-day basis is very minimal.
14. *Trustees* are unpaid volunteers who are responsible for the oversight of the general control and management of the administration of the Trust, in accordance with the provisions set

out in the memorandum and articles of association and its funding agreement with the Department of Education. Trustees' engagement is ongoing and interactive, mainly with the executive leaders of the Trust, but not necessarily on a day-to-day basis.

15. The *Trust Board* is legally responsible and accountable for all statutory functions and for the performance of all schools within the Trust. It approves the written scheme of delegation, including that for financial powers, that maintains robust internal control arrangements. It maintains oversight through regular meetings and through its scheme of delegation using committees as appropriate.
16. The Board is responsible for initially approving the Terms of Reference (ToR) for committees. It may delegate to a designated Committee the scrutiny of committee performance plus changes to the ToRs of Committees for reasons of efficacy.
17. The Trust Board retains the right to review and adapt its governance structure at any time, which includes delegation
18. The Trust Board is responsible for carrying out the three core governance functions:
 - a. Ensure clarity of vision, ethos and strategic direction;
 - b. Hold the executive to account for the educational performance of the Trust's schools and their pupils, and the performance management of staff;
 - c. Oversee the financial performance of the Trust and make sure its money is well spent
19. The Board of Trustees appoint the *Chief Executive (CEO)*, to whom it delegates responsibility for the conduct and day-to-day performance of the Trust, including the performance of the schools and financial management of the Trust (see below). The Trust has determined that the CEO will not be a Trustee.
20. The Board of Trustees may establish *Committees of the Board* at any time. These, which include the Local Governing Boards (LGBs), support the delivery and oversight of elements of the Trust vision and strategy. Each Committee will have specific terms of reference agreed by the Board. The Committees established currently are *Audit and Risk, Education Standards and Performance, Finance and Staffing, and Governance*. Alongside these Committees the Board of Trustees may establish task-specific panels with delegated responsibilities. These panels include, although are not limited to, appeals and reviews (for example admissions, formal complaints, pupil exclusion) and CEO performance and remuneration.
21. The Board of Trustees delegates some governance functions to the Committees listed above. In broad terms, Audit and Risk Committee will oversee and advise on the adequacy of the Trust's controls and risks; Education Standards and Performance maintains strategic oversight of the education performance across all schools in the Trust; Finance and Staffing Committee is delegated to undertake detailed scrutiny of financial management, as well as HR, Estates and IT matters; whilst Governance Committee maintains oversight of the efficacy of governance arrangements and performance, approves Governor appointments and makes recommendations on potential Trustee candidates.
22. The Board of Trustees has also established *Local Governing Boards (LGBs)* to carry out aspects of school-level governance functions. The scope of delegation to the LGBs is recorded in the table appended to this scheme of delegation, with further detail reflected in the Terms of Reference agreed for the LGB.
23. Each LGB has been delegated responsibility for providing oversight to the Board's Education Performance and Standards Committee on the educational performance. This includes monitoring curriculum quality and provision, pupil and staff wellbeing, monitoring educational progress towards Key Performance Indicators, and the effectiveness of local safeguarding arrangements. The LGB also monitors provision for children with SEND,

Looking After Children, Pupil Premium, Services Premium and Sports Premium and other educational activities that have additional scrutiny requirements placed upon them, often as a result of ad-hoc or specialist funding resources been allocated.

24. Approval of all LGB *governor* appointments rest with the Trustees, which it has chosen to delegate to its Governance Committee. The term of office for a Governor appointment is determined by the Governance Committee. Typically, this is four years, with the end/renewal date aligning to the school year.
25. The Trust has determined that parental representation should be at school-level. Parental governor nominations are normally identified through an election process and then approved by Governance Committee.
26. The responsibilities for individual LGB governors are normally restricted to the single school for which each governor is responsible. An exception can be where a governor from another LGB may be asked to serve on an ad-hoc panel. However, an individual may serve as a governor on more than one LGB.
27. The LGB normally nominates its own Chair, who is then formally appointed by the Trustees, via the Governance Committee.

28. The *Chief Executive Officer* (CEO) is appointed by the Trustees. The CEO is the lead professional of the MAT and holds the designation of *Accounting Officer* for the purpose of the DFE and ESFA.
29. The Board of Trustees delegates responsibility for delivery of the vision and strategy to the CEO. The Board of Trustees hold the CEO to account for the performance of the Trust, including the performance of the schools within the Trust. This means that the CEO is accountable to the Trust Board for the performance of the Trust as a whole. The CEO will report to the Trust Board on the performance of the Trust, including on the performance of the Trust's schools.
30. As the Accounting Officer, the CEO has a personal responsibility to Parliament for the regularity, propriety and value for money, and for assuring the Board about compliance with the funding agreement and the Academy Trust Handbook.
31. The CEO is responsible for establishing effective operational leadership and management structures across the central executive team and the schools. Whilst retaining accountability, the CEO delegates aspects of responsibilities to the Deputy Chief Executive (DCEO), the Chief Operating Officer (COO), Headteachers and other designated roles (for example Directors of Education). The Deputy Chief Executive currently holds the position of COO in addition to their role as DCEO. They are the designated deputy to the CEO, and is responsible for the day-to-day management of central services, which includes Finance.
32. *Head Teachers* (who for the purpose of this Scheme of Delegation may also be designated Principals or Executive Heads) are appointed by the CEO. The CEO delegates the day-to-day management of the Trust's schools to headteachers, line managing them in accordance with the Trust's appraisal and performance management policies. Headteachers share information about how the Trust is managing the school with the LGB so that LGB governors build an understanding about how the school operates and are enabled to monitor and scrutinise how key policies and improvement plans are working in practice
33. The Board appoints a *Clerk*. The Clerk is a governance professional and their role includes advising (directly or through the securing the provision of appropriate external advice) the Board on matters of policy and procedure. The governance professional(s) and governance

services also provide an important strategic and operational conduit between Trustees and Governors.

34. Whilst being an employee of the Trust, and having line-management reporting responsibilities through the line management structure up to the CEO, in the event of any matters of conflict the primacy of the Clerk is towards the Board.
35. All Trustees, Governors and senior staff are required to disclose on an annual basis any pecuniary interests they may hold with the Trust and any of its schools.

5 Financial Delegation

36. Financial delegation is overseen on behalf of the Board by the Finance and Staffing Committee (F&SC). The Committee agrees on an annual basis the financial framework which specifies delegated responsibilities and limits. The scope of this framework is for committees and designated officers. Finance and Staffing Committee are responsible for ensuring that the financial scheme of delegation conforms with the DFE/ESFA requirements set out in [Part 2 of] the Academy Trust Handbook (also known as the Academies Financial Handbook).
37. Financial delegation is based on expenditure based on the approved annual budget. Any out of budget expenditure, regardless of amount, must be escalated to the CEO for approval.
38. All approvals must be made in line with Trust's procurement guidelines and the ESFA Academies Financial Handbook. Budget approval does not override the Trust's procurement regulations.
39. Adherence to the agreed financial limits is the responsibility of the signatory/ies and attempts to avoid the application of a particular threshold may result in disciplinary proceedings. Expenditure rules must not be circumnavigated deliberately or unintentionally in any other way (e.g. through split invoicing, splitting contracts, etc. which may exceed an individual's limits).
40. No authority is delegated where the normal delegated authority has a pecuniary or other interest, as determined through their Register of Interest declarations, or where the decision would mean the school or Trust would fail to stay within its budget. An approved budget is one approved by the Trust Board, except where variances or budget variances have been agreed by the Board of Trustees (or delegated to Finance and Staffing Committee).
41. There may be occasions where the Chair of the Board of Trustees may be required to take a decision on behalf of the Trust or one of its Schools where a time imperative precludes awaiting the next Board of Trustees meeting. In these cases, the Chair of the Board will consult with the CEO and Chair of the Finance Committee, and any action taken will be reported at the next Board of Trustees meeting.
42. LGBs do not have delegated responsibility for financial management or budgets. School budgets are managed through the executive structure. However, the LGB may receive periodic financial management information, as determined by the CEO.

6 Withdrawal of Delegation

43. The Trust Board is committed to regularly review this scheme of delegation to ensure that it remains effective. It retains the power to change the constitution and powers of its committees at any time, and this includes the membership of those committees too.

44. It may withdraw or suspend some, or all, of its delegations at any time and any decision to do this will be determined by the Board. Whilst such a decision it is likely to be underpinned by risk, it reserves the right to act at the speed it deems necessary. The Trust can apply this selectively to one or more of its LGBs as the Board sees fit, or as individual circumstances require.
45. In some circumstances, the Board may decide to introduce an interim structure to oversee the governance and management of a school. Should this be necessary it will agree specific terms of reference and delegation for the Interim Executive Board (IEB). In such cases, the Board may determine that membership of interim structures at the local level should not include parental representation. Where this is the case, parental feedback and engagement may be sought through alternative arrangements. An example of the TOR for an IEB can be found via the link in the supporting documents.

7 Clarifying Any Queries of Delegation

46. The Board operates under the principle that it maintains overall responsibility and accountability to the Members, the Secretary of State for Education, and the wider community for the quality of education provided and the appropriate use of public funds. Therefore, should any ambiguity in responsibilities contained within this scheme of delegation arise, then the default position is that the responsibility is retained by the Board until such time that the Board determines otherwise.
47. The Board will be guided by the requirements laid out in the DFE's Academies Handbook and any supplementary guidance issued by the Department, the ESFA or any other external regulator which the MAT has a legal requirement to comply with.
48. The Board has approved Standing Orders

8 Version

49. This Scheme of Delegation was updated on 02 January 2024 to reflect the addition of Dove Bank Primary School to the Trust on 01 January 2024.

9 Key supporting documents:

50. The following provide links to key supporting documents:
 - i. Scheme of Delegation- (table of responsibilities)
 - ii. Financial Scheme of Delegation
 - iii. Standing Orders for Meetings of Trustees and Local Governing Boards
 - iv. Board of Trustees terms of reference
 - v. Audit and Risk Committee terms of reference (ARC)
 - vi. Education Standards and Performance Committee terms of reference (ESPC)
 - vii. Finance and Staffing Committee terms of reference (FSC)
 - viii. Governance Committee terms of reference (GC)
 - ix. Local Governing Boards terms of reference (LGB)
 - x. Performance and Remuneration Panel terms of reference (PRP)
 - xi. Complaints Appeals Panel terms of reference (CAP)
 - xii. Pupil Exclusion Governor Review Panel terms of reference (PEXP)

xiii. Interim Executive Board (IEB) Terms of Reference – (example)

END

08 August 2023

Approval

This version of the scheme of delegation was initially approved (with revisions) by the TLP Shadow Trust Board at its meeting on the 19th July 2023. Revisions are incorporated into this version. It was endorsed by the TLP Board at its meeting on 5th October 2023.

This document was updated on 02 January 2024 to reflect the addition of Dove Bank Primary School to the Trust.

TERMS OF REFERENCE FOR TRUST BOARD AD-HOC PANELS

THESE PANEL TOR SUPPLEMENT THE APPROVED TOR FOR FORMAL COMMITTEES OF THE BOARD

Performance and Remuneration Panel

Scope

- To monitor the performance of the Chief Executive Officer* against the Targets agreed by the Board.
- To decide whether a progression point will be awarded to the Chief Executive Officer*, operating the terms and condition of the Pay Policy in an open and transparent framework.
- To recommend to the Board of Trustees accelerated pay progression and/or the award of pay or other appropriate benefits in respect of remuneration.

** The scope can be extended to include other senior executive roles as determined by the Board of Trustees, subject to them being consistent and aligned with individual employee contractual terms and conditions.*

Membership

A minimum of two trustees drawn from membership of Finance and Staffing Committee plus the Chair of the Trustees.

Reporting

Confidential reporting of outcomes to the Trust Board

END

Pupil Disciplinary Panel

Scope

To consider the exclusion of a student, having regard for the DfE's statutory guidance on exclusions.

The Pupil Disciplinary Committee must meet in the following circumstances:

- More than 15 days in one term – must consider the reinstatement of an excluded pupil within 15 school days of receiving notice of an exclusion.
- Permanent exclusion - must consider the reinstatement of an excluded pupil within 15 school days of receiving notice of an exclusion.
- If the exclusion would result in a pupil missing a public examination or national curriculum test, the governing board must consider the exclusion before the date of the exam or test.

Membership

Any 3 trained governors drawn from any LGB within the Trust, without previous involvement of the case.

If it is not practicable for a sufficient number of governors to consider the exclusion before the exam/test, the exclusion may be considered by a smaller *Panel* or a designated individual (e.g. Chair or Vice Chair of an LGB). In such cases, the parents still have the right to make representations to the governing board through this “panel” and must be made aware of the right.

Reporting

Delegated decision making. Followed by confidential reporting of outcomes to the Local Governing Body.

END

Complaints Appeal Panel

This Panel is constituted under the Trust’s Complaints Policy. The latest approved version of this policy will take precedent over the scope and membership outlined below.

Scope

- To consider on behalf of the Trust any formal complaints which have not been resolved under Stage 1 of the Trust Complaints Procedure.
- In relation to a formal written complaint: to acknowledge, investigate the complaint and send a suitable response to the complainant.
- Where the complainant requests it, to hear representations from the complainant and the Headteacher/Head of School and to send a suitable response to the complainant.

Membership

At least three governors who were not directly involved in the matters detailed in the complaint with one panel member who is independent of the management and running of the school.

Where the complaint is:

- jointly about the LGB Chair and Vice Chair or
- the entire LGB governing body or
- the majority of the LGB governing body

Stage 2 will be heard by two trustees or governors and an independent panel member.

Where the complaint is:

- jointly about the Trust Chair and Vice Chair or
- the entire Trust board or
- the majority of the Trust board

Stage 2 will be heard by a completely independent committee panel of 3 members.

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The Clerk will normally aim to convene a meeting within 15 school days of receipt of the complainant's Stage 2 request.

Reporting

Delegated decision making. Followed by confidential reporting of outcomes to the Trust CEO and Trust Board.

END