

## Scheme of Delegation

### **Key points and Summary**

This document outlines:

The requirements of the Articles of Association regarding delegation

The principles of decision making within Richmond West Schools Trust

The scheme of delegation within Richmond West Schools Trust

The respective roles of the Members, Trustees, Chief Executive Officer and Headteachers

Approved by: Board of Trustees

Approved: Summer 2018

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Responsibility for review: Board of Trustees

## Scheme of Delegation

### Introduction and Statement of Intent

As a charity and company limited by guarantee, Richmond West Schools Trust (“the Trust”) is governed by a Board of Trustees (the “Trustees”) who are responsible for, and oversee, the management and administration of the Trust and the schools run by the Trust. This Scheme of Delegation will apply to all schools for which the Trust is responsible (the “Schools”). Any reference to “the Schools” in this Scheme of Delegation refers to all the schools within the Trust.

The Trustees are accountable to external government agencies, including the Charity Commission and the Department for Education (including any successor bodies), for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.

This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Schools, the respective roles and responsibilities of the Trustees and the Members and the commitments to each other to ensure the success of Richmond West Schools Trust.

This Scheme of Delegation has been put in place by the Trustees in accordance with the provisions of the Trust’s Articles of Association (“the Articles”).

### Ethos and Mission Statement

The Richmond West Schools Trust (RWST) has set up a multi-academy trust (“the MAT”) to serve the needs of local schools. The role of the RWST Board is to provide strategic direction and oversight across the multi-academy trust, which is consistent with the objects, vision and values of the individual schools.

The multi-academy trust is run by a Board of Trustees who are accountable to the Department for Education (“the DfE”). The Trust Board is responsible for governance and for establishing the leadership and management and advisory framework to achieve its strategic objectives and fulfil the terms of its Funding Agreement. The Trust Board has overall legal responsibility for the operation of the Trust and the schools within it. The Trust Board may decide to form Committees to carry out certain aspects of its functions. The term “Trust Board” will therefore include any such Committees that may be formed from time to time.

Each school has its own Local Governing Body. The role of the Local Governing Body (“LGB”) is to support the Trust’s vision, strategy and duties, based on the specific local community. The LGB is expected to set school specific targets and objectives and to challenge school leadership and to hold them to account.

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### Working together as a family of schools

All schools within the Trust family will be expected to contribute to one or more of the following:

- development and maintenance of school policies;
- sharing of best practice;
- provision of emergency cover;
- mentoring and coaching of staff; and
- recruitment, training and appraisal of Governors for the Local Governing Bodies.

A recharge may be levied on each of the schools in the Trust to cover the cost of centrally provided services to the schools. e.g. strategic, financial, HR and business advice tailored to requirements of the school. These services also include the provision of a coherent package for school improvement, which is tailored to the needs of each individual school.

### Scope and Applicability

This document outlines the framework for decision making within Richmond West Schools Trust. It applies to all Members, Trustees, Governors and Staff.

To aid decision making, a “Decision Matrix” is attached at Appendix 1.

This Scheme of Delegation provides for certain functions to be carried out by the Trust Board and for other functions to be carried out by the Local Governing Body of the school. Each school will be given an individual Scheme of Delegation, which will be reviewed annually by the Trust Board.

The Scheme of Delegation is very important because it dictates the following:

- the “make-up” of the Local Governing Bodies;
- the extent to which responsibilities are delegated to the schools; and
- the funding arrangements.

The Scheme of Delegation allocated to a school will be linked to the performance of the school, as judged by OFSTED and other external agencies as well as the Trustees in relation to:

- the quality of teaching and learning;
- standards;
- governance;
- finance; and
- facilities or premises (to include grounds).

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The Scheme of Delegation will usually be reviewed by the Trust Board at its first meeting of the academic year. Depending on the outcome of the review a school may retain its current Scheme of Delegation or be given another.

The Trust Board reserves the right to change the Scheme of Delegation at any time if it believes this to be appropriate in the interests of both the School concerned and the wider Trust family.

### The Articles of Association

The following are the relevant clauses from the Articles of Association that outline what can and cannot be delegated.

- Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Trustees, who may exercise all the powers of the Trust.
- Subject to the Articles, the Trustees:
  - will appoint separate committees to be known as Local Governing Bodies to govern one or more schools ; and
  - will establish other committees as necessary to ensure quality assurance and to enable the Trust to focus on strategic development.
- Subject to the Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trust shall be reviewed at least once in every twelve months.
- The membership of any committee of the Trust (including any LGB) may include persons who are not Trustees (or not Governors in the case of any LGB). Only Trustees (or Governors in the case of LGBs) can vote on matters.
- With the exception of those items detailed below, the Trustees may delegate to any Trustee, Committee (including any LGB), the CEO/Executive Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered.
- The implementation and impact of functions delegated to the LGBs will be quality assured by the Trust Board.

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- The Trustees shall appoint the Headteachers of the schools. The Trustees may delegate such powers and functions as they consider are required by the Headteachers for the internal organisation, management and control of the schools (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the schools).

The Trust Board cannot delegate any functions relating to:

- the constitution of the Trust;
- the appointment or removal of the Chair and Vice-Chair of the Trustees;
- the suspension or removal of Trustees;
- the delegation of functions i.e. the adoption or revision of this Scheme of Delegation;
- the establishment of committees;
- the dissolution of committees.

### **Members**

The Members fulfil a role similar to that of shareholders in a limited company. They provide oversight and challenge of the Trust Board to ensure the charitable object of the Trust is being met.

The Trust will have five Members. One Member may be a Trustee.

The Members may agree to appoint/remove additional Members. The Chair of the Trustees and CEO are not required to be Members.

Members can appoint Trustees and remove any Trustee subject to the provisions outlined below.

Notwithstanding any provision of the Articles, the Members hereby delegate to the Board of Trustees a power and responsibility to appoint and remove Trustees. Appointments will be ratified by the Members at the Annual General Meeting of the Trust.

Any removal by the Board of a Trustee appointed by the Members shall only be undertaken with the consent of the Members.

Members will receive the Annual Report and Accounts. Sign off is delegated to the Chair of the Board of Trustees.

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### Board of Trustees

The Trustees have the duty and responsibility in law to conduct the business of the Trust subject to company and charity law, the Articles and any direction from the Members.

The Board of Trustees (or Trust Board) is able to exercise all of the powers of Richmond West Schools Trust. It is responsible for the performance of the Trust.

The Board will offer support, constructive advice, a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information, improve proposals and so seek to arrive at the best outcome for the Trust.

As Trustees of a charity (the Trust), the Trustees have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:

- to ensure compliance with any legal obligations;
- to report on the Trust's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called "Charity SORP" and any reporting requirements of the Education Funding Agency);
- to fulfil the charitable object of the Trust as set out in its constitution (i.e. the Articles of Association) and to act in a way which is compliant with the rules of the Trust contained in the Articles;
- to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- to act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk;
- to exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient; and
- to act responsibly, getting advice from others, including professional advisors, where appropriate.

Subject to any change in policy from time to time or where circumstances merit a different approach, the Trust Board will be constituted as follows:

a minimum of eleven (11) Trustees to include

- one Governor from each school in the Trust.

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- CEO / the Executive Headteacher(s)
- one Member
- independent Trustees, based on skills required

Trustees will be appointed for a term of four years.

The Code of Conduct for all Trustees is set out in Appendix 2.

Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Trust. A regular skills audit will be undertaken and Trustees should expect to be able to articulate their contribution to the success of the Trust and the schools.

### Committees

The Trust Board will establish a structure of Trust committees as appropriate. These committees will act in an advisory capacity to the Board of Trustees except where powers have been specifically delegated to them by the Trust Board.

The Trust Board will establish committees as required and appropriate which may include but is not limited to the below:

- Audit Committee
- Resources or Finance Committee
- School Improvement/Standards Committee

The terms of reference for each committee should be agreed by the committee members and have commonality across the Trust.

Once established, committees are expected to meet at least three times a year, with additional meetings if required. The functions and proceedings of the committees are subject to regulations made by the Trustees from time to time pursuant to the powers contained in the Articles of Association.

Each committee will elect a Chair from amongst its number. In the first year that a school joins RWST, the Board will appoint the Chair of its LGB.

The Chairs of the Richmond West Schools Trust Committees must be Trustees with the exception of any Audit committee established. In this case the Chair may be a co-opted or LGB governor member of the committee with the appropriate skills/experience if agreed and appointed by the Board.

The Chair of any LGB that reports to the Trust Board must be a voting member of that LGB Board.

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Clerks for all committees including the LGBs will be appointed by the Trustees.

In order to be functional, the composition of any LGB responsible for the schools within Richmond West Schools Trust must meet the following minimum criteria:

- one Headteacher Governor, ex-officio
- one elected Parent Governor
- three co-opted Governors

Trustees may appoint a Trustee to be a Governor at any school within the Trust.

Associates may be appointed to committees (including LGBs); however, Associates must constitute the minority of each committee. Associates will have no voting rights and their term of office will be limited to one year. The purpose of the role will be to provide short-term support in areas where the Trust Board identifies a need for development.

### **Policies**

The Trust Board will establish and approve a structure of statutory policies to be adopted at Local Governing Body level to work with the individual ethos of the schools.

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### APPENDIX 2

## Code of Conduct for the RWST Trust Board

### The purpose of the Board of Trustees

The Board of Trustees is the Trust's accountable board. It is responsible for the conduct of the Trust and for promoting high standards. The Board of Trustees aims to ensure that all students are attending successful schools, which provide them with a good education and supports their well-being.

For the Board of Trustees to carry out their role effectively, Trustees must be:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the accountable body by the lead professionals;
- Supported by the appropriate authorities in that task; and
- Willing and able to monitor and review their own performance.

### The role of a trustee

The Trust Board is a corporate body, which means:

- No trustee can act on her/his own without proper authority from the Trust Board;
- All trustees carry equal responsibility for decisions made, and
- Although appointed through different routes, the overriding concern of all trustees must be the welfare of the Trust as a whole.

### General

- We are aware of and accept the Nolan seven principles of public life (see appendix).
- We accept that we have no legal authority to act individually, except when the Trust 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.
- We have a 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.
- We will encourage open governance and will act appropriately.
- We accept collective responsibility for all decisions made by the Trust Board or its delegated agents. This means that we will not speak against majority decisions outside the Trust Board meeting.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Trust. Our actions within the Trust and the local community will reflect this.
- In making or responding to criticism or complaints affecting the school we will follow the procedures established by the Trust Board.

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### Commitment

- We acknowledge that accepting office as a trustee involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Trust Board, and accept our fair share of responsibilities, including service on committees or working groups.
- If acting as directors, we will not go beyond our duties or act outside of the powers of authority conveyed on us, and acknowledge that were we to do so we could be held liable to the school and/or third parties.
- If acting as members of the Trust Board, we accept that we may be held responsible up to the limit in the articles of association, were the school/Trust to go bankrupt.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training
- We are committed to actively supporting and challenging the Trust Chief Executive(s).

### Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other trustees.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other trustees 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.

### Confidentiality

- We will observe complete confidentiality when matters are deemed confidential both inside and outside the Trust.
- We will exercise the greatest prudence at all times when discussions regarding trust business arise outside a Trust Board meeting.
- We will not reveal the details of any Trust Board vote.

### Conflicts of interest

- We will record any pecuniary or other business interest that we have in connection with the Trust Board's business in the Register of Business Interests.
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.
- We will act in the best interests of the Trust as a whole

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### **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 should seek to resolve any difficulties or disputes constructively;
- Should it be the chair that we believe has breached this code, another trustee, such as the vice chair will investigate;
- We understand that any allegation of a material breach of this code of conduct by any trustee shall be raised at a meeting of the Trust Board, and, if agreed to be substantiated by a majority of trustees, shall be minuted and can lead to consideration of suspension or in some circumstances removal from the Trust Board.
- In taking the decision to suspend we will follow a process as set out in Annex A.

**Trustees and Members will sign the Code at the beginning of each school year.**

### **Undertaking:**

As a Trustee of RWST I will always have the well-being of the children and the reputation of the Trust at heart; I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust

Signed .....

Printed name .....

Date: .....

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### Appendix 2 / Annex A: Process for trustee suspension

Subject to the following paragraphs the Trust Board may by resolution suspend a trustee for all or any meetings of the Trust Board, or of a committee, for a fixed period of up to 6 months on one or more of the following grounds -

- (a) that the trustee, being a person paid to work at the school, is the subject of disciplinary proceedings in relation to his employment;
- (b) that the trustee is the subject of proceedings in any court or tribunal, the outcome of which may be that he is disqualified from continuing to hold office as a trustee under the articles of association;
- (c) that the trustee is in breach of any of the provisions of this code of conduct which the trust Board believes has, or could, bring the office of trustee into disrepute;
- (d) that the trustee has acted in a way that is inconsistent with the ethos or with the character of the trust and has brought or is likely to bring the Trust or the Trust Board or his office into disrepute; or
- (e) that the trustee is in breach of his duty of confidentiality to the Trust

A resolution to suspend a trustee from office shall not have effect unless the matter is specified as an item of business on the agenda for the meeting of which notice has been given in accordance with the articles of association.

Before a vote is taken on a resolution to suspend a trustee, the trustee proposing the resolution shall at the meeting state his reasons for doing so. The trustee who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

Nothing in this regulation shall be read as affecting the right of a trustee who has been suspended to receive notices of, and agendas and reports or other papers, for meetings of the Trust Board during the period of his suspension.

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### Appendix 2 / Annex B: The Seven Principles of Public Life

*(originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).*

#### **Selflessness**

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

#### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **Leadership**

Holders of public office should promote and support these principles by leadership and example.