

Learning without Limits Academy Trust – Scheme of Delegation

The Board of Trustees has overall responsibility for governance of the Trust and its academies. The Board delegates many of its governance functions to other layers of governance. This Scheme of Delegation defines these responsibilities and accountabilities.

This Scheme:

- Sets out the Trust's approach to delegations between the different layers of governance within the Trust and is a delegation by the Board of Trustees under Article 105 of the Articles of Associations of certain powers and/or functions as detailed below:
- Confirms which powers and functions are reserved to the Board of Trustees;
- Should be read in conjunction with the Trust's Committee Terms of Reference which form part of this document.
- May only be altered or revoked by the Board of Trustees.

Summary of Governance Layers

Within the Learning without Limits Academy Trust there are several layers of governance.

Members - The guardians of the governance of the Trust, Members must ensure the Trust carries out its charitable objectives. Members are able to remove Trustees if they fail to fulfil their responsibility. They are also responsible for appointing the Trust's external auditors and receive the audited annual accounts.

The Board of Trustees- Ultimately legally accountable for the Trust and responsible for Trust policy and decision-making. The Board oversees the management and administration of the Trust and its academies and delegates responsibility to others to undertake the day-to-day management of the Trust and its academies. Key matters reserved to the Board include setting the strategic direction, vision and values of the Trust and approval of the Trust's Strategic Plan and key policies. The Board is supported in its work by its committees (referred to within this document as board committees) which undertake work on the Boards behalf, with the Board of Trustees retaining overall accountability. These committees are Finance

and Business, Audit and Risk, Education Standards and Pay, Performance and Personnel. Each committee has a set of Terms of Reference setting out their responsibilities/ how they operate.

The Chief Executive Officer (CEO) - Has overall responsibility for the delivery of the vision and strategy of the Trust and its day-to-day management. The CEO is the Accounting Officer. The Board of Trustees will hold the CEO to account for the performance of the Trust and its academies. The CEO will delegate executive management functions to the Trust's Executive Team and is accountable to the Trust Board for the performance of that Team. References to the CEO within the scheme of delegation includes members of the Trust's Executive to whom the CEO will delegate, for example the Chief Finance Officer, in relation to financial matters and the Directors of Education, in relation to some educational matters.

The Principals of the Trust's academies are responsible for the day-to-day management of the Trust's academies.

Local Governing Body (LGB) - The Board of Trustees has determined to establish an LGB for each academy. The purpose of the LGB is, on behalf of the Board, to scrutinise the academy's performance and to support and challenge the academy's senior leaders in relation to delivery of its priorities, drawing on local knowledge of the academy and its community. The focus of each LGB is on the quality of education, attendance, behaviour and safeguarding. Each LGB also receives summary budget reports to enable an understanding of the financial impact of measures for school improvement. The LGB Terms of Reference sets out how they operate.

The Trust's Scheme of Financial Delegation, which the Trust is required to have under the Academies Handbook, is set out in a separate document (referred to as the Financial Authorisation Limits Policy) which supplements this Scheme in respect of the delegation of financial powers and the operation of robust internal controls.

The Scheme of Delegation is divided into five sections as follows:

- Governance
- Strategy and Leadership;
- Education and Curriculum;
- Financial;
- HR and Operations

The following descriptions are used in this document to describe the roles of the various groups and individuals. These are supplemented by additional text in the document as appropriate.

Accountable (A): Ultimately answerable for the task being delivered. May delegate the task to those responsible.

Responsible (R): The individual/group that has responsibility for undertaking or completing the task.

Consulted (C): The individual/group that should be consulted as part of the process of completing the task. Communication is two-way – these are important stakeholders or have relevant specialist knowledge in the subject

A - Accountable	R – Responsible	C – Consulted
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Governance

Actions	Members	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Approve Trust Articles of Association	A/R	C							
Approve Trust Scheme of Delegation		A/R							
Approve New Academies joining the Trust		A/R							
Establish Trust Committees and Approve their Membership and Terms of Reference		A/R							
Appoint Chair/Vice Chair of the Board		A/R							
Appoint Chair/Vice Chair of Committees		A	R	R	R	R		R	
Appoint Trustees	A/R	A/R							
Remove Trustees	A/R	A/R							

A - Accountable	R – Responsible	C – Consulted
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Actions	Members	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Appoint Safeguarding, SEND and Careers Lead Trustees		A/R							
Appoint Governors		A/R						R – co-opted governors	
Remove Governors		A/R						R	
Governance Appointments – Checks and induction		A					R		
Appoint/Remove External Auditors	A/R								
Setting Expectations for Trustees and Governors via an Approved Code of Conduct		A/R							
Managing Conflicts of Interest and Related Party Transactions		A/R					R		
Allocating a Training and Development budget for		A/R							

A - Accountable	R – Responsible	C – Consulted
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Actions	Members	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Trustees, Governors and Governance Professional/Clerk									
Develop Training programme for trustees and governors		A					R		

Strategy and Leadership

Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Set strategic vision, values and objectives of the Trust and Academies	A/R					C		
Ensure accountability against the strategic values and objectives of the Trust and Academies	A/R	R	R	R	R		R – in the case of their academy	
Set the character, mission, and ethos of the Trust and Academies	A/R					C		
Deliver strategic objectives of the Trust and Academies	A					R		R– in the case of their academy

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Setting Academy Improvement Plans in line with Trust Priorities	A					R		R
Approve school applications to join the Trust	A/R					C		
Enter into, or withdraw from, a formal partnership	A					R		
Scrutiny: Performance – review and challenge progress of the Trust and each academy against strategic objectives.	A/R	R	R	R	R		R	
Compliance: Funding Agreement – comply with all obligations including those set out in the Academies Handbook.	A/R	R	R	R	R	R	R	R
Compliance: Regulatory – comply with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety)	A/R	R	R	R	R	R	R	R

A - Accountable	R – Responsible	C – Consulted
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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Compliance: Financial Oversight – ensuring that there are appropriate financial controls to ensure that there is regularity, probity and value for money in relation to the management of public funds	A/R	R	R	R	R	R		R
Compliance – completing the register of business interests and put in place a procedure to deal with any conflicts of interest and connected party transactions	A/R					R		
Appointment of the responsible officer	A/R							
Appointment of Principals	A/R					C		
Policies and Procedures	The Policy Framework, approved by the Board, sets out specific roles and responsibilities including the review and approval of individual policies.							
Policies – review and approval of Trust Wide Policies - as per Policy Framework (including admissions, charging and remissions policies, health and safety, estates	A/R	R	R	R	R	R	R	R

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
management, whistleblowing, and safeguarding)								

Education and Curriculum

Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Monitoring Performance against Academy Improvement Plan	A					R	R	
Approving Key Performance Indicators	A/R					C		C – Those relating to academies
Reviewing performance against approved Key Performance Indicators	A/R	R	R	R	R		R	
Quality of Teaching – ensuring appropriate levels of support, challenge and intervention to support delivery of education outcomes	A			R			R	
Curriculum – setting the approach to curriculum and assessment, including EYFS	A					R		R

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Reviewing the effectiveness of the Trust’s approach to curriculum and assessment, including EYFS	A			R		R		
Curriculum – ensuring that the legal requirements for children with special needs are met and that they are given Support for learning	A					R		R
Delivering careers guidance, with regards to statutory requirements	A					R		R
Oversight of statutory duties for looked-after and previously looked-after children	A			R				R
Reviewing and challenging the value for money in relation to : • Pupil Premium • SEND in terms of educational outcomes and narrowing the achievement gap	A			R			R – Reviewing pupil premium spend at academy level and approving returns where required.	

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Collective worship arrangements for schools without religious character	A							R
Set Admissions Policy	A/R							
Implement Admission Policies	A					R	R – Where necessary panels will be formed to consider admission requests, including out of age group requests. Can use Governors from other LGBs or Trustees on panels where required.	R
Keeping admission and attendance registers	A							R
Ensure each academy has an effective behaviour Policy in place and monitor behaviour in school	A						R – Required to approve Policy each academic year.	R
Suspensions and Exclusions	A						R- where required by statutory guidance, governors form panels (Governors' Discipline Committees) to consider suspensions/permanent exclusions. Can use Governors from other LGBs or Trustees on panels as per Trust Policy.	R – for decisions in relation to suspensions / exclusions as set out in statutory guidance.
Direction off-site, alternative provision, managed moves and reintegration oversight	A						R- where required governors form panels/attend meetings.	R – for decisions in relation to direction off-site, alternative provision and managed moves.

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Pupil issues (including uniform, attendance, and disciplinary matters for each academy)	A					C	R- The LGB will ensure academies are fulfilling expectations/statutory duties and approve policies in relation to these matters	R - Ensuring pupil issues are managed in accordance with Trust and academy policies. Report to the CEO and LGB on any material issues
Ensure school meals are provided to appropriate nutritional standards	A	R				R		
Setting Term Dates	A					R		C
Academy hours – setting the opening and closing times for the academies	A/R					C	C	C
Safeguarding – including ensuring each Academy has appointed a Designated safeguarding Lead (DSL), ensuring compliance with statutory guidance (including prevent and safer recruitment) and maintenance of single central record.	A			R – Seek assurance that safeguarding is being managed correctly across the Trust and receive updates on safeguarding matters			R – Monitoring compliance at academy Level	R

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Attending Ofsted Inspections of academies						R	R	R

Financial

Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Appointment of the Accounting Officer and Chief Financial Officer	A/R							
Recommending appointment of External Auditors to the Members	A		R			C		
Review the external auditor's plan, annual accounts, audit findings, management response and effectiveness.	A/R		R			R		
Appointment of the Internal Auditors and approving a work programme	A		R			C		

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Financial Policies (as per Policy Framework) – Approving policies and procedures to ensure compliance with the Trust's financial and reporting requirements	A/R	R				R – ensure compliance and report any issues or non-compliance to the Board		
Ensuring approved financial policies are implemented appropriately	A					R		
Approving/managing and monitoring Trust Risk Register	A/R		R – Regular Review of the Risk Register			R- Day to day management of the Risk Register		
Managing and monitoring academy level risks	A					R	R –Review of the key risks	R- Day to day management of key risks
Bank Accounts – authorising the establishment of bank accounts and approve bank mandates in the name of the Trust	A					R		

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Funding Model – agreeing a funding model across the Trust and develop an individual funding model for the academies) so as to secure the Trust's financial health in the short term and the long term	A/R	R						
Reviewing and Approving the annual budget.	A/R	R - Review draft version before its submission to the Board						
Approval of expenditure not provided for in the annual budget (Limits set out in Financial Authorisation Policy)	A/R	R				R		
Approving School Condition Allowance Funding Allocations	A	R						
Reviewing and Approving Annual Accounts	A/R		R - Review draft version before its submission to the Board					

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Ensuring delivery of Annual Budgets	A/R – Receives regular updates including monthly management accounts	R- Receives Regular Updates				R – consideration of school budgets		R
Reporting : financial reporting and progress against KPIs where necessary						A/R		R – Academy level
Investments : reviewing and approving the investment policy in line with the Academies Handbook	A/R		R - Review draft version before its submission to the Board					

HR and Operations

Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Appointment of the Trust's CEO	A/R							
Approve Trust Executive Structure	A				C	R		
Approve Trust Central Structure	A					R		

A - Accountable	R – Responsible	C – Consulted
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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Appointment of the Principals at each Academy	A/R					C		
Approve School Senior Management Structure	A					R		C
Approve school annual staffing plan	A					R		R
Approval of formal staff restructure plans which could involve potential redundancy	A				R (executive team re-structure only)	R (Except for Executive team re-structure - to PPP Committee)		C – school level restructures
Appointing of cross-Trust Staff (in line with Recruitment Policy)						A/R		
Appointing Academy SLT (excluding Principal)						A/R		R
Appointing to an Academy Post						A – posts approved by CEO/CFO before advertised		R
Appraisal/Performance Management of Chief Executive Officer	A				R			

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Appraisal/Performance Management of Executive Team	A				C (Committee considers outcome of performance review)	R		
Appraisal/Performance Management of Principals	A					R		
Approving, reviewing and implementing Trust wide HR Policies - as per Policy Framework (including recruitment, discipline, capability, grievance and absence policies) in accordance with all appropriate regulations	A/R Chair of Trustees responsible for implementing elements of policies where defined.				R – Review draft versions before their submission to the Board in line with Policy Framework	R– Implementing approved policies	R - Chair of LGB responsible for implementing elements of policies where defined.	R - Implementing approved policies
Agreeing provision for Academy Staff to undertake additional external employment in line with the individual's contract of employment.	A							R

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Reviewing and Adopting a Trust-wide Pay Policy (and separate Executive Pay Policy if required)	A/R				R – Develop and Review draft version before its submission to the Board			
Determination of pay ranges and structures in line with the Pay Policy	A				R – CEO and Executive Leadership Group	R – Principals/Trust staff		R – Academy level positions
Review and approve pay progression recommendation for CEO and Executive Team in line with Pay Policy	A				R			
Apply incremental progression in line with Pay Policy	A					R		R
Review and approve pay progression recommendations for any member of staff which are exceptions to the Pay Policy	A				R	C		C
Allocation of TLR/SEN values in line with the Pay Policy						A/R - posts approved by CEO/CFO before advertised		R

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Setting performance development arrangements	A				C - Receive reports in respect of performance development. and outcomes.	R		R– in respect of all academy staff and report annually to the CEO on arrangements and outcomes
Considering Pay appeals made by central Trust staff/school leaders	A				R – other Trustees who do not sit on the Cttee may be part of the process			
Considering Pay appeals made by academy staff (excluding academy leaders covered above)	A				R- other Trustees who do not sit on the Cttee may be part of the process		R – LGB members may be part of the process	

A - Accountable	R – Responsible	C – Consulted
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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Setting Terms and Conditions of Employment and Staff Handbook	A					R		
Overseeing Staff Wellbeing, Workload and Working Conditions	A/R				R		R	
Consideration of staff misconduct and capability in accordance with the Trust's policies, including cases which may lead to dismissal.	A/R – Board members may be required to sit on panels to consider allegations of misconduct and make decisions in line with the associated Trust policies/procedures					R	R – LGB members may be required to sit on panels to consider allegations of misconduct and make decisions in line with the Trust policies/procedures	R
Consideration of staff grievances, appeals and complaints in accordance with the Trust's policies.	A/R – Board members may be required to sit on panels to consider grievances/complaints and make decisions in line with the associated Trust policies/procedures					R	R – LGB members may be required to sit on panels to consider grievances/complaints and make decisions in line with the associated Trust policies/procedures	R

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Review and approval of discipline, grievance and sickness management policy	A/R				R – Review/Approve as per Policy Framework			
Review and approval of trust wide procurement policies - as per Policy Framework (for suppliers including auditors, HR and payroll providers and solicitors) in accordance with the Funding Agreement, Academies Handbook and the Trust's Procurement Policy	A/R	R – Review/Approve as per Policy Framework				R - Where delegated as per Policy Framework		
Enter into contracts – up to limit of delegation set out in Financial Authorisation Limits Policy	A/R– Where necessary and in line with the Trust's Financial Authorisation Limits Policy, the Chair of Trustee's approval will be sought.					R		R

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Determining and allocating central services provided to academies by the Trust	A					R		C
Overseeing the effectiveness of services provided centrally by the Trust	A					R		C
Monitor the Trust's compliance with School Food Standards	A	R				R		
Monitor the Trust's compliance with allergy safety duties	A	R						
Monitor the Trust's compliance with the DfE's Digital and Technology Standards	A	R						
Monitor the Trust's compliance with the DfE' climate action energy procurement requirements.	A	R						

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Asset and Premises Maintenance Strategy – determining use of academies’ premises and ensuring premises are adequately maintained	A	R	R			R		R
Approving the Trust’s Estate Strategy	A	R						
Acquiring and disposing of Trust land	A (subject to DfE approval requirements)	C				R		C
Changing use of Assets	A					R	C	C
Arranging adequate Insurance cover for the Trust	A					R		
Media and PR – overseeing public relations activities to project the activities of the Trust and the Academies to the wider community	A					R		

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Actions	Board	F&B Cttee	A&R Cttee	Edu St Cttee	PPP Cttee	CEO	LGB	Principal
Information Management – including adopting and following policies for information security and compliance with FoI and DPA legislation and maintaining accurate records (staff, student)	A/R					R		R
Academy Prospectus	A					C	C	R
Trust Website, Statutory governance publications and Get Information About Schools Updates	A					R		R

CHAIR'S ACTION BETWEEN MEETINGS OF THE BOARD OF TRUSTEES

No individual Trustee is empowered to make decisions on behalf of the Trust outside of any specific authority set out in this Scheme of Delegation, Financial Authorisation Limits Policy and other trust policies approved as per the Policy Framework. However, as an exception, the Chair of Trustees can make a decision as a single trustee in between meetings of the Board when a delay in doing so would:

- Be seriously detrimental to the interests of the Trust or and of its academies, and
- The Chair is of the opinion that a matter of urgency exists and it is not practicable to arrange a Board meeting on short notice in the circumstances.

The following types of decision cannot be made by 'Chair's action':

- decisions related to admissions
- decisions on executive pay.

Any decisions made using 'Chair's action' will be taken in consultation with the Trust's CEO and reported to the next meeting of the Board for ratification.

CHAIR'S ACTION BETWEEN MEETINGS OF THE LOCAL GOVERNING BODIES

No individual Governor is empowered to make decisions on behalf of the Trust outside of any specific authority set out in this Scheme of Delegation and trust policies approved as per the Policy Framework. However, as an exception, the Chair of Governors can make a decision as a single Governor in between meetings of the Board where the decision rests with the Local Governing Body (LGB) and a delay in making such a decision would:

- Be seriously detrimental to the interests of the Trust or and of its schools, and
- The Chair is of the opinion that a matter of urgency exists and it is not practicable to arrange a LGB meeting on short notice in the circumstances.

Any decisions made using 'Chair's action' will be taken in consultation with the school's Principal and reported to the next meeting of the LGB for information.

First adopted: September 2016

Review schedule:

Version	Date	Comments
Adopted version	01/09/16	
Annual review 2017	01/11/17	No substantive amendments
Annual review 2018	25/11/18	Additions to further enhance roles around appraisal/performance management No other substantive amendments
Annual reviews 2019 – 2022	01/09/2019	Moved to a different format using different descriptors to describe the undertaking of each action

A - Accountable	R – Responsible	C – Consulted
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Annual review 2023	01/09/2023	Reverted back to the original format using the modified descriptors and minor changes made concerning the approval of policies. Chair's action added.
Annual review 2024	01/09/2024	Added a Governance section at the beginning which includes recognition of the role Members of the Trust play. Minor amendments to ensure alignment with current practice and previously approved Trust policies.
Annual review 2025	01/09/2025	Additional descriptive text added at the start of the document setting out the various governance roles within the Trust. Simplification of the descriptors used, reducing to 'Accountable', 'Responsible' and 'Consulted' to describe the undertaking of each action Additional headers added within the table to illustrate role of Board Committees. Additional actions added to ensure alignment with current practice, previously approved Trust policies and requirements as per the latest DfE Academies Handbook/Governance Guide. These include • Approval of school applications to join the Trust and enter into formal partnerships • Ensuring the delivering careers guidance to pupils in line with statutory requirements • Ensuring the Trust and its schools communicate effectively with stakeholders • Approval of staffing structures • Adoption of a Pay Policy (including Executive Pay) • Setting performance development arrangements for staff

A - Accountable	R – Responsible	C – Consulted
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		• Consideration of pay appeals • Monitoring the Trust's compliance with school food standards
Annual Review 2026		Additional actions added to ensure alignment with current practice, previously approved Trust policies and requirements as per the latest DfE Academies Handbook/Governance Guide. These include • Governance Appointments – checks and induction process • Allocating a Training and Development budget for Trustees, Governors and Governance Professional (<i>as per a new requirement set out in the latest Academy Trust Governance Guide</i>) • Oversight of statutory duties for looked-after and previously looked-after children • Oversight of trust wide attendance • Approving School Condition Allowance Funding Allocations • Direction off-site, alternative provision, managed moves and reintegration oversight • Monitor the Trust's compliance with allergy safety duties (<i>requirement strengthened in the latest Academy Trust Handbook</i>) • Monitor the Trust's compliance with the DfE's Digital and Technology Standards (<i>requirement strengthened in the latest Academy Trust Handbook</i>) • Monitor the Trust's compliance with the DfE' climate action energy procurement requirements. (<i>requirement strengthened in the latest Academy Trust Handbook</i>) • Approving the Trust's Estate Strategy

A - Accountable	R – Responsible	C – Consulted
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Terms of Reference

Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Board**) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

The Board provides:

- Strategic leadership of the academy trust: the Board defines the trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the Trust's culture and sets and champions the trust strategy.
- Accountability and assurance: the Board has robust effective oversight of the operations and performance of the Trust, including the provision of education, pupil welfare, overseeing and ensuring appropriate use of funding and effective financial performance and keeping its estate safe and well maintained.
- Engagement: the Board has strategic oversight of relationships with stakeholders. The Board ensures the involvement of learners, parents and communities so that decision-making is supported by meaningful engagement.

In order to support the effective operation of the Trust and the academies, the Board has established a number of committees to which it has delegated some of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established two different types of committee:

- main Board committees which are established to support the Board with Trust-wide matters such as audit, finance, pay and performance management (**Board Committees**); and
- local governing bodies which are established by the Board to support the effective operation of the academies (**LGBs**)

The Board will review these Terms of References together with the membership of the Committees at least once every academic year.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

Date last approved by the Board:

16 September 2026

Date for next review:

September 2027

1. Establishing the Committees

- a. The Board has resolved to establish the following Board Committees as committees of the Board:
 - i. Audit and Risk Committee
 - ii. Finance and Business Committee
 - iii. Education Standards Committee); and
 - iv. Pay, Personnel and Performance Committee (PPP Committee).
- b. The Board has resolved to establish LGBs for its academies each as a separate committee of the Board. An LGB may act in respect of two or more Academies. The current list of LGBs and the Academies they operate in respect of is set out in Appendix 1.

2. Membership - Board Committees (Excluding LGB's - see section 3 for LGB Membership)

- a. Each Board Committee shall have a minimum of three members and maximum of five members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).
- b. The Board will appoint and remove all Committee members.
- c. The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions and to ensure compliance with requirements as set by the DfE.
- d. The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms can be found within Appendix 1.
- e. Staff employed by the Trust will not be members of a Board Committee, but may attend meetings to provide information and participate in discussions
- f. The Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity as set out above

3. Membership - LGBs

- a. Each LGB operating in respect of one academy shall, unless the Board resolve otherwise, have a minimum of five members.
- b. Each LGB operating in respect of two or more academies shall, unless the Board resolve otherwise, have a minimum of seven members.
- c. The membership of each LGB (each a LGB Member) shall be as follows (unless the Board resolve otherwise):
 - A maximum of two parent members;
 - A minimum of two staff members;
 - the Principal of the academy;
 - persons appointed by the Board;
 - other persons co-opted by members of the LGB;
- d. The current LGB Members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference can be found on the Trust's website, the links for which can be found within Appendix 1 .
- e. The academy concerned:
 - i. make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Members, including any question of whether a person is a parent/carer of a registered pupil at an Academy. Any election of a parent member which is contested shall be held by secret ballot;
 - ii. make all necessary arrangements for, and determine all matters relating to, the election of staff LGB Members.
- f. The LGB Members may only appoint co-opted members with the consent of the Board.

- g. The term of office for any LGB Member shall be four years, save that this time limit shall not apply to the Principals. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).
- h. A parent/carer may serve their full term of office regardless of whether the learner to whom they are connected remains on roll at the academy.

4. Chairs of Committees

- a. The term Chair refers to the person appointed under this paragraph as chair of the relevant Board Committee or LGB (as appropriate).
- b. Subject to paragraph c below, each Board Committee shall at the first meeting of each academic year elect a member to act as chair and vice chair of the committee.
- c. No person may act as Chair of a Board Committee unless they are also a Trustee.
- d. Subject to paragraph 4.e:
 - i. the LGB Members shall at the first meeting of each academic year elect, subject to Board approval, an LGB Member to act as Chair of the LGB;
 - ii. the LGB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.
- e. No person may act as Chair under paragraph 4.d if they are an employee of the academy concerned.

5. Authority, remit and responsibilities of the Committees

- a. Each Committee shall be responsible for the matters as set out in Appendix 2.
- b. Each Committee is authorised by the Board to:
 - i. carry out any activity authorised by these Terms of Reference; and
 - ii. seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.
- c. Save with the consent of the Board, the Committees may not establish sub-committees.

6. Proceedings of Committee meetings

- a. The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.
- b. Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
- c. The quorum for the transaction of the business of a Board Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of a Board Committee unless the majority of members of the Committee present are Trustees.
- d. If a meeting is not quorate within 30 minutes of the scheduled start time, or ceases to be quorate during the meeting, those present may continue to meet for the purposes of receiving information and discussion. No decisions, approvals, recommendations, appointments or votes may be made or taken at a meeting that is not quorate. Any record of a non-quorate meeting shall be issued as notes of the meeting rather than formal minutes and shall clearly state that the meeting was not quorate and that no decisions were made. Any matters requiring determination shall be deferred to the next quorate meeting of the committee or referred to the Board for consideration.
- e. The quorum for the transaction of the business of LGB shall be three LGB Members.
- f. The Chief Executive Officer shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.
- g. The relevant Principal shall ensure that a clerk is provided to take minutes at meetings of the LGBs.
- h. Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.
- i. Each Committee member present in person shall be entitled to one vote.

- j. Where there is an equal division of votes the Chair shall have a casting vote.
- k. A register of attendance shall be kept for each Committee meeting.
- l. Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

7. Conduct of Committee members

- a. All Committee members shall observe at all times the provisions of the Trust's code of conduct

8. Members' Interests

- a. Each Committee member must disclose interests they have concerning any item being discussed at a meeting. In accordance with the Articles, where such a person has an interest or a loyalty exists which conflicts or may conflict with his or her duties as a Trustee/Local Governor/Committee member, that person must:
 - i. disclose that fact as soon as he or she becomes aware of it; and
 - ii. absent themselves from any discussions of the Board/LGB/Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of LwLAT and any other duty or personal interest he or she might have.

9. Disqualification & Removal of Committee Members

- a. A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
 - i. is or becomes disqualified from holding office under the Trust's Articles of Association;
 - ii. is or becomes disqualified from holding office as a governor of an academy;
 - iii. is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
 - iv. is barred from any regulated activity relating to children;
 - v. is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - vi. is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
 - vii. has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
 - viii. refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
 - ix. commits a serious breach of the Trust's code of conduct or any standing order or protocol implemented by the Board;
 - x. in the case of a LGB Member, is absent without the permission of the LGB Members from all their meetings held within a period of six months and the LGB Members resolve that their office be vacated;
 - xi. resigns his/her office;
 - xii. in the case of a Principal, they cease to be the Principal;
 - xiii. in the case of a LGB Member, their term of office expires and they are not re-appointed.
- b. The Board shall have the right at their sole discretion to remove any LGB Member by written notice to the relevant Chair.

10. Reporting Procedures

- a. Matters considered by the Board Committees will be presented to subsequent Board meetings via an update delivered by the Committee Chair. All Trustees will also be able to access minutes of meetings of the Board's Committees via GovernorHub.

- b. Following meetings between the Board and LGB Chairs and Vice Chairs, the Chair of the Board will provide updates to the Board on matters considered by the LGBs where appropriate. All Trustees will also be able to access minutes of meetings of the LGBs via GovernorHub.

Appendix 1 -Membership of the Board Committees and LGBs

Board Committees

Audit and Risk Committee

Mel Redfern

Kieron Hall

Amanda Fearn

Education Standards Committee

Paul Wilson

Victoria Raynor

Ruth Ingman

[Independent Advisors - As per provision 6k above, the following individuals are invited to attend the Committee meetings to assist and advise the Committee]

Martin Campbell

Glynn Ellis

Finance and Business Committee

Kieron Hall

Sanjeet Bains

Kamrul Choudhury

Pay, Personnel and Performance Committee

Daniel Giardiello

Ruth Ingman

Louis Requena

Local Governing Bodies

Membership of the Trust's Local Governing Bodies can be found using the following link

<https://www.lwlat.org.uk/Governance/>

Appendix 2 - Powers & Functions Delegated

Remit and Responsibilities of the Audit & Risk Committee

The powers and functions delegated by the Board to the Audit & Risk Committee are as set out below.

External Audit

1. To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
2. To review the external auditor's plan, annual accounts, audit findings, management response and effectiveness.
3. To pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
4. To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust for their approval.
5. To discuss with the CEO and CFO the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
6. To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
7. To review the performance of the external auditor on an annual basis to ensure the Committee is able to discharge its responsibilities.
8. To recommend to the members the appointment/re-appointment of the external auditor.
9. To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

Internal Audit

10. To appoint the internal auditor.
11. To approve the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
12. To review the reports and recommendations of internal audit, together with the appropriateness of management's response.
13. To monitor the implementation of actions agreed by management in response to reports from the internal audit.

Financial Management

14. To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement.
15. To keep under review, the Trust's financial management and reporting arrangements, providing constructive challenge to the actions and judgements of management in relation to the annual accounts and financial statements, prior to submission to the Board, paying particular attention to:
 - critical accounting policies and practices, and any changes in them
 - decisions requiring a major element of judgement
 - the extent to which the financial statements are affected by any unusual or complex transactions in the year and how those transactions are disclosed
 - the clarity and transparency of disclosures
 - significant adjustments resulting from the audit
 - the 'going concern' assumption
 - compliance with accounting standards
 - compliance with DfE and legal requirements

16. To annually review the Academy Trust Handbook Schedule of Musts to ensure compliance.

Policies and governance

17. To ensure statutory policies are present and accessible.

18. To review the Trust's policy and procedures for handling allegations from whistle-blowers.

19. To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.

20. In line with the Trust's Policy Framework, to approve and review Trust policies pertained to the Committee's remit

21. To monitor the effectiveness of Trust policies pertained to the Committee's remit.

22. To receive reports on the outcome of investigations of suspected or alleged impropriety.

23. To receive reports of notifiable breaches from the Data Protection Officer and to ensure compliance with data protection legislation.

24. To ensure that any significant losses are investigated and reported to the DfE/EFA where required.

25. To keep under review, the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports.

26. To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.

27. To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

Risk Management

28. To review the Trust's risk register at each meeting and escalate significant risks for the attention of the Trust Board where it considers necessary.

29. To review the Trust's risk management processes and procedures for the identification, assessment, evaluation, management and reporting of risks.

30. To review the adequacy and robustness of the risk register.

General

31. To review or investigate any other matters referred to the Audit & Risk Committee by the Board.

32. To draw any significant recommendations and matters of concern to the attention of the Board.

Remit and Responsibilities of the Finance and Business Committee

The powers and functions delegated by the Board to the Finance and Business Committee are as set out below.

Funding

1. To consider each of the Academies indicative funding, notified annually by the DfE and to assess its implications for the relevant Academy. This will be in consultation with the Chief Financial Officer together with the Principal and the Academy Operations Manager/Finance Business Partner of each academy, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.
2. To consider and recommend acceptance or non-acceptance of the Academies budgets each financial year.

Budgeting

3. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year.
4. Where necessary, to liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters being considered by them.
5. To consider requests for supplementary expenditure and make appropriate recommendations to the Board where necessary.
6. To consider and act upon matters not covered by other sub-committees.
7. To review financial policy including consideration of long term planning and resourcing in accordance with each of the Academies' development plans.

Expenditure

8. To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Academies, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Board.
9. To Approve School Condition Allowance Funding Allocations

Financial Procedures

10. To monitor the preparation of the financial statement to form part of the annual report of the Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AH).
11. To keep under review, the Trust's financial management and reporting arrangements, providing constructive challenge to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports.
12. To ensure the Trust's Financial Policies align with the requirements of the AH.

Health & Safety

13. To receive Health and Safety reports and advise as necessary.
14. To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

Asset Management

15. To receive reports on the management of assets including its estates and their security
16. To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy.

Property Management

17. To Approve the Trust's Estate Strategy
18. To determine the use of the Academies premises and grounds outside Academies sessions with regard to the lettings and charging policy.

19. To ensure that the Academies premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.
20. To ensure the responsibilities of the Board under the Environmental Protection Act are met.
21. To advise the Board on environmental issues to ensure the Academies are acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

General Operations

22. To monitor the Trust's compliance with School Food Standards requirements
23. To monitor the Trust's compliance with allergy safety duties
24. To monitor the Trust's compliance with the DfE's digital and technology standards
25. To monitor the Trust's work towards developing sustainability initiatives, including a climate action plan.

General

26. Reviewing or investigating any other matters referred to the Committee by the Board.
27. Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

Policies

28. In line with the Trust's Policy Framework, approve and review Trust policies pertained to the Committee's remit
29. To monitor the effectiveness of Trust policies pertinent to the Committee's remit.

Remit and Responsibilities of the Education Standards Committee

The powers and functions delegated by the Board to the Education Standards Committee are as set out below.

1. To review learner performance/outcome information pertaining to each school and the Trust as a whole and to consider the appropriateness of Trust strategic priorities and deployment of resources in the light of this.
2. Scrutinise performance data, including for disadvantages pupils, pupils with SEND and other vulnerable groups
3. To analyse predicted performance.
4. To interrogate in detail issues pertinent to the quality of teaching and assessment, leadership at all levels and behaviour and personal development.
5. To oversee attendance performance across the Trust's schools and provide challenge and scrutiny regarding the strategies and actions taken to improve attendance.
6. To monitor the Trust's approach to inclusion, ensuring that all pupils have access to high quality education
7. To monitor the Trust's provision and outcomes for pupils with SEND.
8. To ensure compliance with the SEND Code of Practice and statutory duties
9. To monitor the Trust's compliance with its statutory duties for looked-after and previously looked-after children
10. Oversight of the Trust's arrangements and effectiveness in regard to safeguarding, including filtering and monitoring practices and the effectiveness of pupil wellbeing strategies.
11. To review external QA reports and responses to their recommendations made by the Trust, and individual school SLTs and LGBs.
12. To review the impact of the Trust school improvement strategy in driving up standards and assisting recruitment across the Trust.
13. To review student destination information, including movement from primary to secondary school to later employment and further education etc.
14. To be aware of the breadth and success of extra-curricular opportunities provided by each school as a measure to judge performance and engagement more widely.
15. To review disadvantage linked funding spend across the Trust.
16. In line with the Trust's Policy Framework, approve and review Trust policies pertinent to the Committee's remit
17. To monitor the effectiveness of Trust policies pertinent to the Committee's remit.

Remit and Responsibilities of the PPP Committee

The powers and functions delegated by the Board to the Pay, Personnel and Performance Management Committee are as set out below.

Pay

1. To consider a Trust Pay Policy, including the setting of remuneration for the members of the Executive Team, before submission to the Board for approval, ensuring the process is evidence based, transparent and compliant with the Academy Trust Handbook
2. To operate in accordance with any statutory appraisal regulations:
 - To agree performance objectives with the Chief Executive Officer;
 - to consider the Chief Executive Officer appraisal undertaken by the Chair of Trustees;
 - to consider the appraisals of members of the Executive Team undertaken by the Chief Executive Officer
 - Where it considers necessary, select an external adviser to advise the Chair of Trustees undertaking the appraisal of the Chief Executive Officer;
 - to determine whether the outcome of the Chief Executive Officer appraisal meets the criteria for pay progression as per the adopted pay policy;
 - to determine whether the outcome of the Executive Team appraisals meet the criteria for the pay of each of the individuals concerned to rise as per the adopted pay policy;
 - To monitor the effectiveness of the appraisal system for teaching and support staff
 - If required, to convene a meeting to hear any appeal by a teacher against entries made within their appraisal statement.
3. To consider each year the pay decisions across the Academies which have been made in line with the Trust's Pay Policy.
4. To review and approve pay progression recommendations for any member of staff which are exceptions to the Pay Policy
5. To hear any pay appeal by a teacher/support staff employed by the Trust (noting that as per the scheme of delegation, Trustees and governors who do not sit on the PPP Committee may be part of this process)
6. To deal with any other matters relating to pay and employment as may be referred by the Board.

Personnel

7. To oversee the development/implementation of the Trust's people strategy
8. To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Academies.
9. To advise on the strategic planning of human resources including any changes to the Trust's Executive Structure
10. To monitor the communication and consultation of policies and processes to staff and review feedback.
11. To ensure policies and practices are in place to promote and protect staff wellbeing
12. To ensure the legal requirements for ECT induction are complied with.
13. To consider the Trust's approach to the recruitment processes when appointing members of the Executive and Principals.
14. Approval of formal restructure plans in relation to the Trust Executive Team which could involve potential redundancy

General

15. In line with the Trust's Policy Framework, approve and review Trust policies pertained to the Committee's remit.
16. To monitor the effectiveness of Trust policies pertinent to the Committee's remit.

Remit and Responsibilities of the LGBs

The powers and functions delegated by the Board to the LGBs are set out in detail in the Trust's Scheme of Delegation as approved by the Board and in summary include the following:

1. To support the running of the academies in terms of learning, standards, safety and wellbeing.
2. To support and challenge academy leadership to account for academic performance, quality of care and provision.
3. To monitor the effectiveness of learning strategies
4. Ensuring the Academy has appointed a Designated safeguarding Lead, ensuring compliance with statutory guidance and maintenance of a single central record.
5. To consider budget monitoring information and support and challenge the Principal in relation to any potential overspending.
6. Reviewing and challenging the value for money in relation to Pupil Premium funding
7. To act as a critical friend to the Principal.
8. To review pupil, parent and staff feedback and establish and maintain a relationship with the local community.
9. To represent the views of the community (including but not limited to in discussions on issues that relate to community engagement and activity and make recommendations to the Principal).
10. To support the Principal in recruitment and selection, grievance, staff appeals, disciplinary and learner exclusion processes where appropriate and in line with the associated policies. This includes forming Governor Disciplinary Committees where necessary to consider a decision by the Principal to suspend/permanently exclude a learner.
11. To promptly implement and comply with any policies or procedures communicated to the LGB by the Board from time to time.
12. To support the Trust's senior management staff manage parental complaints pursuant to the Trust policy on complaints.
13. In line with the Trust's Policy Framework, approve and review policies pertained to the Committee's remit.
14. To monitor the effectiveness of policies and procedures pertinent to the LGB's remit including those relating to Safeguarding and SEND
15. To draw any significant recommendations and matters of concern to the attention of the Board.