

## **Scheme of Governance**

**Approved by the Board of Trustees: 28 April 2020**

**Date of review: April 2021**

**Signature of Chair:**

### **1 Introduction**

This Scheme of Governance (Scheme) has been made by the Trustees of The De Curci Trust to set out a framework under which the Academy Trust is governed, and in particular:

- how the individuals which are involved in the governance of the Academy Trust work together effectively;
- the relationship between the Trustees, the local governing bodies (LGBs) and the senior leadership (executive) teams; and
- how the Trustees ensure compliance with the various legal and regulatory requirements placed on them.

This Scheme shall be reviewed by the Trustees annually with due regard to any new legislation or guidance. This Scheme may be altered by a majority resolution of the Trustees (or by the Members of the Academy Trust in a general meeting).

A copy of this Scheme shall be given to the five Members of the Academy Trust, every Trustee, each Local Governor, the Chief Executive Officer (CEO), the Chief Financial and Operating Officer (CFOO), the Headteachers of the Academies operated by the Academy Trust and the Company Secretary.

### **2 The Academy Trust**

The Academy Trust is a charitable company limited by guarantee with exempt charitable status. Its constitution is its Articles of Association, which define the Objects of the Academy Trust. The Academy Trust is responsible for Solent Infant School, Solent Junior School, Springfield School and any schools that join the Academy Trust in the future (Academies).

The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each Academy under Section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (Funding Agreement). The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's (DfE) academies financial handbook (Handbook).

There are a number of roles involved in the running of any multi-academy trust:

- Members
- Trustees
- Chief Executive Officer
- LGBs: each Academy has an LGB formed by the Trustees as a committee of and for the Trustees - the members of the LGBs are called Local Governors
- Headteachers - who have responsibility for the day to day running of their respective Academy

## **3 Members**

### **3.1 The role of the Members**

In simple terms, the Members 'own' the Academy Trust. They have a number of statutory rights, including:

- the right to appoint the auditors;
- the right to remove Trustees (provided that a specific procedure is followed which includes the right of the relevant Trustee to make representations);
- the right to amend the Articles of Association; and
- the right to receive the annual accounts.

They also have the right to appoint up to the number of Trustees stipulated by the Articles.

The Members are required to provide a guarantee that if the Academy Trust were to be wound up and the assets did not meet all of its liabilities, they would each contribute £10. The Members will meet at least once a year at the annual general meeting (AGM).

### **3.2 The appointment of the Members**

Members are appointed in accordance with The De Curci Trust's Articles; there must be a minimum of five Members.

On appointment, all Members are required to complete a consent form to be a member; the Company Secretary will update the register of Members.

As of 1 September 2015, the Handbook requires the appointment of any new Member to be notified to the Education and Skills Funding Agency (ESFA) via the 'Information Exchange' within 14 days of appointment to enable an assessment of his or her suitability.

## **4 Trustees**

### **4.1 Capacity of Trustees**

Each Trustee is:

- a director of the Academy Trust; and
- a charity trustee.

All Trustees are required to:

- follow the Seven Principles of Public Life, referred to as 'the Nolan Principles';
- meet together as the Board of Trustees to carry out their duties and functions;
- comply with:
  - the Articles;
  - this Scheme of Governance;
  - the agreed Scheme of Financial Delegation (and Limits); and
  - the agreed Scheme of Delegation;
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Academy Trust;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations; and
- participate actively in the induction process and any relevant training.

## **4.2 Constitution of the Board of Trustees**

The minimum number of Trustees is defined by the Articles; the Board of Trustees is constituted as follows:

- up to 9 Trustees appointed by Members, including the CEO; and
- co-opted Trustees (appointed by Trustees who are not themselves co-opted).

The Trustees shall elect a Chair and Vice-Chair from among their number each school year.

## **4.3 The appointment of Trustees**

On appointment, all Trustees shall be required to:

- undergo an enhanced Disclosure and Barring Service check;
- complete a Trustee declaration;
- complete a form (AP01) for submission by the Company Secretary to Companies House;
- complete a declaration of business interests form; and
- complete any other form required in order for the Trust to conduct its lawful business and meet statutory requirements.

All Trustee appointments are subject to the receipt of satisfactory references and all other safer recruitment practices suitable for schools.

The Company Secretary shall update the register of Trustees in the statutory books.

#### **4.4 Recruitment of Trustees**

It is essential that the Board of Trustees has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Trustees fit in with the Academy Trust's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Articles;
- there is a system in place which ensures that all relevant checks, including an enhanced Disclosure and Barring Service check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he or she is taking on.

Each new Trustee will be properly inducted. It is the duty of a new Trustee to ensure that he or she is familiar with the Objects of the Academy Trust, its history and ethos, the nature and extent of its activities and the content of the Academy Trust's Articles.

#### **4.5 Training and development of Trustees**

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Academy Trust operates.

The Trustees must have in place a system for evaluating Trustees, with a view to identifying any requirements for training.

#### **4.6 Accountability of Trustees**

The Trustees are chiefly accountable to:

- the beneficiaries of the Academy Trust (pupils at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
- the DfE, the ESFA and the Secretary of State under the terms of the Funding Agreement;

- the Secretary of State for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

#### **4.7 Powers, functions and responsibilities of Trustees**

The Trustees are responsible for the governance and supervision of the Academy Trust, its committees (including the LGBs) and the senior leadership team.

The Trustees have a number of duties and responsibilities relating to the management of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the Academy Trust;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles;
- safeguarding the assets of the Academy Trust;
- designing strategy and structure for the operation of the Academy Trust;
- the delegation of running the Academies and directing the education, pastoral care, financial and other policies of the Academies to LGBs and the senior leadership team
- ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

#### **4.8 Conducting Trustees' business**

The Trustees are required to:

- act together and in person and not delegate responsibility of the Academy Trust to others;
- act strictly in accordance with the Articles and this Scheme of Governance;
- act in the Academy Trust's interests only and without regard to their own private interests;
- manage the Academy Trust's affairs prudently;

- not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

The Trustees should also hold the CEO, the Headteachers and the CFOO accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed; but should also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

The Trustees shall have regard to the Ofsted framework for inspecting schools in England and the Handbook.

#### **4.9 Chair of Trustees**

The Board shall appoint an individual from among their number to act as Chair. The terms of the Chair's appointment are set out in the Articles. A change of Chair will require a notification to be made to the DfE, including an enhanced DBS form to be submitted.

The main role of the Chair is to chair meetings of the Board of Trustees. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees, the CEO and CFOO.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association, the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions, then this must be delegated to him or her by the Board in accordance with an appropriate power of delegation in the Articles.

#### **4.10 Meetings of Trustees**

There will be at least three meetings of the Trustees in every academic year.

All meetings of the Trustees shall be convened and conducted as provided by the Articles. Over the course of the academic year, meetings of the Trustees will cover the following:

- reports on the Trust's financial position, including income and expenditure and financial commitments against agreed budgets;
- financial monitoring of budgets and activities;
- significant contracts proposed to be reviewed / entered into;
- details of any significant matters affecting staff, pupils' education and / or assets;
- school performance (pupils' outcomes); and
- the Academy Trust's business plan and risk register.

In consultation with the Chair, the Company Secretary shall prepare a corporate calendar for the meetings of the Trustees.

#### **4.11 Risk management**

The charities statements of recommended practice (Charities SORP FRS102 and Charities SORP FRSSE) set out requirements for reporting on the risks to a charity.

If the Academy Trust meets the charity audit threshold, the Trustees' report must include a description of the principal risks and uncertainties facing the Academy Trust; and a summary of the Trustees' plans and strategies for managing these risks.

The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- identifying the major risks that apply to the Academy Trust, including:
  - operational risks (employment issues, health & safety, fraud, service quality etc)
  - financial risks (accuracy of financial information, cash flow, reserves, funding etc)
  - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc); and
  - regulatory risks (compliance with legislation, changes in regulators' policies etc).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

The following policies shall be approved by the Trustees:

- a risk management policy
- a contingency/business continuity plan
- an anti-fraud policy
- a whistleblowing policy

Trustees will also review and approve those statutory policies requiring full governing body approval as cited in the DfE's 'Statutory policies for schools' guidance.

The Finance and Audit Committee, supported by nominated Trustees and the CFOO, shall prepare the risk register for approval and review by the Trustees, along with a procedure for sharing with LGBs and staff.

#### **4.12 The management of conflicts of interest**

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to:

- declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- avoid any conflict of interest between that interest and the interests of the Academy Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Academy Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Academy Trust and a third party.

All Trustees are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return); declarations shall include:

- all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
- interests of related persons including, but not limited to, parents, spouses, children, personal and business partners.

The Company Secretary shall be responsible for maintaining a register of business interests. Each meeting of the Trustees shall include a standing agenda item for those attending to declare any changes to their declarations of interest. No Trustee shall receive any payment for their work as a Trustee, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the CFOO or Chair of Trustees.

## **5 Delegation of powers of Trustees**

Trusteeship is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties.

It is for the Board of Trustees to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the CEO, the CFOO and other key staff. The Trustees must also consider when and from whom they should take professional advice.

Delegation can be made to:

- Trustee committees (or individual Trustees);
- the LGBs;
- the CEO;
- The CFOO; and



- the Headteachers.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the CEO and the CFOO, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of their powers listed as reserved matters (Appendix 5).

## 6 Committees

The Trustees may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Trustees under terms of reference.

Each committee shall be chaired by a Trustee (with the exception of an LGB which may or may not be chaired by a Trustee).

Membership of a committee may include persons who are not Trustees provided that (with the exception of the LGBs) a majority of the members of the committee is Trustee.

Except in the case of an LGB, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

The Trustees shall ensure that they receive adequate feedback on the work of any committees.

Committees will act in an advisory capacity to the Trustees, except where powers have been specifically delegated to them by the Trustees. The specific committees to be appointed are as follows:

- Finance and Audit Committee
- Human Resources Committee (to include CEO, CFOO and Headteachers' pay and pay appeals)

The terms of reference of each committee of the Trustees must be approved by the full Board of Trustees and reviewed at least once in every 12 months.

## **7 Local Governing Bodies**

The Trustees will establish an LGB in respect of each of the Academies (although may, if desired, appoint one LGB in respect of two or more of the Academies). The LGB is a committee to the Trustees. They are constituted and operate under terms of reference which are set out in a separate document and are reviewed annually by the Board of Trustees. The terms of reference will confirm what powers the Trustees have delegated to the LGB. LGBs must also have due regard for the Scheme of Delegation and Scheme of Financial Delegation (including financial limits), both of which are determined by the trustees and reviewed on an annual basis.

In summary, the role of the LGB is to:

- provide advice to the Trustees on the functioning of that Academy;
- act as a key link between the Academy Trust, parents and the Academy community;
- act as a sounding board for the Headteacher and senior leadership team and offer challenging but positive support;
- continually review the overall impact of the Academy; and
- assist with and review the implementation of certain academy policies, such as student admissions and behaviour.

The LGB is made up of individuals who may or may not also be Trustees. It is essential that each LGB has a proper mix of skills and experience; Trustees are responsible for ensuring that recruitment processes guarantee that the skills and experience of any new local governors fit in with the requirements of the LGB and Trust. Trustees will ensure that each LGB includes two parent local governors (in accordance with Articles 53-54) and, where possible, a staff local governor; these local governors will be invited to apply by open advertisement and selected according to their relevant skills by a panel of Trustees.

## **8 Intervention Rights**

### **Intervention in times of concern**

The Board of Trustees remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance outlined in this Scheme of Governance and the Scheme of Delegation are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance.

In such circumstances, the Board of Trustees, along with the CEO would work closely with any Academy or Academies concerned and those involved in their governance who would be expected to implement promptly any advice or recommendations made by the Board of Trustees.

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an

Academy or Academies are identified (either internally within the Academy Trust or by a third party), including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

### **The delegated budget**

In line with their duties and responsibilities as trustees and directors and irrespective of the delegations set out in the Scheme of Delegation, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of the Academy Trust's reserve policy; and / or
- as otherwise may be determined by the Board acting reasonably and in the best interests of the Academy Trust.

### **9 The Company Secretary / Clerk**

The Company Secretary is appointed and removed by the Trustees; he or she is the chief administrator with respect to the Academy Trust's administration affairs. The main functions of the Company Secretary are set out in the agreed job description.

If the Clerk fails to attend a meeting of the Trustees, the Trustees may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

### **10 The Chief Executive Officer**

The Trustees may appoint a chief executive officer. The role of the CEO is to provide professional leadership, strategic management and direction for the Academy Trust and its Academies. The CEO may also be a Headteacher of one (or more) of the Academies.

The CEO will report to the Trustees and shall comply with any reasonable direction by the Trustees when acting on the Academy Trust's behalf.

Broadly, the CEO is responsible for:

- the internal organisation, management and control of each of the Academies;
- advising on and implementing the Academy Trust's strategic framework; and
- the implementation of all policies approved by the Trustees.

The CEO shall have the authority to direct the Executive/Headteachers in relation to operational and educational standards matters, particularly with regard to improving educational standards and matters which could adversely affect the financial or reputational position of the Academy Trust.

The CEO will formulate aims, objectives, policies and targets for the Trustees to consider, and will report to the Academy Trust on progress.

The Trustees may delegate such specific powers as they consider are required by the CEO for the carrying out of the above responsibilities.

## **11 The Accounting Officer**

The CEO shall have the role of Accounting Officer as set out in the Handbook and is responsible for ensuring:

- regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity;
- prudent and economical administration, concerned with securing value for money;
- avoidance of waste and extravagance;
- efficient and effective use of available resources; and
- the day to day organisation, staffing and management of the Academy.

Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trustees (or the LGB) or the Chair is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity.

The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Academy Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually. The Accounting Officer may delegate or appoint others, such as the CFOO, to assist in carrying out these responsibilities.

## **12 Chief Financial and Operating Officer**

The Trustees shall appoint a Chief Financial and Operating Officer who shall be the Chief Financial Officer for the purposes of the Handbook. The CFOO is responsible for, along with a wider remit, the following responsibilities:

- the day to day management of financial issues
- the preparation and management of the Academy Trust's budget
- the maintenance of effective systems of internal control
- ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.

The Finance Director is responsible for guiding the Trustees and CEO on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls. The Finance Director shall report to the Trustees at least termly.

### **13 Financial regulations manual**

The financial regulations manual (Financial Handbook), which shall be prepared by the CFOO, shall be adopted by the Trustees, normally on the recommendation of the Finance and Audit Committee.

The purpose of the Financial Handbook is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.

The Financial Handbook shall include:

- finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
- appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
- a competitive tendering policy for larger purchases in accordance with the Handbook; and
- a capitalisation limit for assets.

The CFOO shall be responsible for preparing a policy for the disposal of assets for approval by the Trustees with a view to ensuring the best possible value.

### **14 Budget approval**

The Trustees shall be presented with a balanced budget for the year to 31 August for submission to the ESFA by 30 June or within six weeks of receipt of the final funding letter.

The CFOO shall be responsible for:

- establishing a written procedure and timetable for setting a budget in advance of each academic year;
- setting the annual budget (including the assumptions on which it is based) for approval by the Trustees and for monitoring progress against it during the year;
- ensuring that all significant in year amendments to budgets are properly notified to the Trustees for approval (the Finance and Audit Committee shall determine the appropriate thresholds and procedures for this);
- reporting to the Trustees on the accuracy of the assumptions which have been used;
- and reporting to the Trustees on the key financial performance indicators included in the budget.

The Trustees shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein. The Trustees shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

## **15 The Headteachers of the Academies**

The Headteachers are responsible to the Trustees for:

- the internal organisation, management and control of his or her respective Academy;
- the implementation of all policies approved by the Trustees that relate to his or her respective Academy; and
- the direction of the teaching and implementation of the curriculum at his or her respective Academy.

The Trustees may delegate such additional powers and functions as they consider are required by each of the Headteachers to enable them to carry out the above responsibilities.

## **16 The relationship between the Trustees and senior staff in general**

The Trustees will support and oversee the work of the CEO and the CFOO and hold them accountable for the authority that is delegated to them and how they exercise it. The Trustees will not without good cause and consultation (where practicable) interfere in the exercise of the CEO and CFOO's executive powers.

The Trustees must fully consider any views and proposals relating to any matter within the non-executive powers of the Trustees which may be submitted to them by the CEO or the CFOO.

The CEO and CFOO maintain regular contact with the Chair of Trustees and share all relevant information with him or her concerning the welfare and good reputation of the Academies.

Any issues surrounding the performance of the CEO or the CFOO should be raised directly with the Chair of Trustees, and likewise, any concerns the CEO or the CFOO have over the Trustees or one of their number should be raised with the Chair (or the Vice-Chair in the case of the Chair).

Further detail regarding the division of responsibilities between the CEO and CFOO shall be set out in their respective service agreements (job descriptions).

## **17 Alterations**

This scheme may be altered by a majority resolution of the Trustees of the Academy Trust.

## **18 Circulation list**

This scheme shall be circulated to Trustees of Academy Trust and others at the discretion of the Chair of the Trustees of the Academy Trust, including: the five Members of the Academy Trust, each Local Governor, the CEO, the CFOO, the Headteachers of the Academies operated by the Academy Trust and the Company Secretary.

## **19 Approval and review**

This scheme was approved and adopted by a resolution of the Trustees of the Academy Trust passed at a meeting held on 04 March 2019.