Scheme of Delegation & Terms of Reference
V9 – 28 November 2018

Document Control	
Date of Review	June 2019 as part of governance annual review
	January 2019 following Audit Report
Amendments	In line with changes to Statutory Safeguarding Guidance for Schools, the following minor changes have been made to the Scheme of Delegation and Terms of Reference:
	• Board of Directors – see 3.2.2
	• Local Governing Body – see 3.6.2
	• Safeguarding (Scheme of Delegation) – see 4.8.3 and 4.8.5
	To ensure clarification of governance processes, the following has been added to this document:
	3.1 Governance Appointment Processes
	• Appointment of Members/Directors/Governors – see 3.1
	• Headteachers' Voting Rights – see 3.6.4
	• Election of Chair of Trust – see 3.1.5
	• Election of Vice Chair of Trust – see 3.1.6
	• Election of Chair of Governors for each LGB – see 3.1.7
	• Election of Vice Chair of Governors for each LGB– see 3.1.8
	• Election of Chair of other Board Committees – see 3.1.9
	3.6 Pop Up Committees Terms of Reference – see 3.6
	• Appointing Link Governors – see 3.6.3
Related Documents	• CLIC Trust's Financial Manual
	• ESFA Financial Handbook
	• Articles of Association
	These key documents and any other document referred to are available on the Governor Hub website/The Trust Governor/from the Executive Assistant.

Clair Travis
CLIC Cooperative Trust

Contents

1.0 Introduction

CLIC's Board of Directors is accountable in law for all major decisions about their academies. However, some can and should be delegated to committees including local governing bodies (LGBs) and senior leaders within the Trust. It is vital that the decision to delegate a responsibility is made by the full Board of Directors and is recorded. Without such delegation, the individual or committee has no power to act.

A scheme of delegation (SoD) is the key document defining the lines of responsibility and accountability in the Trust. It should be a simple yet systematic way of ensuring Members, Directors, Committees (including LGBs) and all senior leaders are clear about their roles and responsibilities.

The terms of reference (**ToR**) defines all aspects of how Committees/LGBs will conduct their meetings. It defines the objectives and the scope of what should be covered in meetings throughout the academic year as approved by the Board of Directors. This will be reviewed on an annual basis by both committees and the Board of Directors.

As the Changing Lives in Collaboration (CLIC) Trust grows, the Scheme of Delegation, Terms of Reference and all processes and procedures within it will be reviewed to ensure continued effectiveness.

2.0 Governance Framework: Based on the CLIC Article of Association

In a Multi-Academy Trust (MAT) there is only one legal entity accountable for all the Academies (Schools). CLIC has one set of Articles of Association (see document control on title page) which governs all Academies within the Trust. The Trust also has a Master Funding Agreement with the Secretary of State and each Academy has a Supplemental Funding Agreement which can be found on the CLIC Trust website.

The CLIC Trust is a charitable company and is responsible for the strategic direction of each Academy which has 3 layers of governance:

- Members
- Board of Directors (BoD)
- Committees of the Board, including LGBs

2.1   Members Structure

The Members ensure the charitable company achieves its objectives, receive the financial accounts and annual report and appoint some of the Directors. The members provide the challenge to the Board of Directors and require a high level of separation in order to achieve this.

2.2   Board of Directors (BoD) Structure

The Directors have overall responsibility for the core strategic functions:

- Strategic direction
- Holding the CEO to account for educational performance

- Overseeing the financial performance and compliance of the Academies.

Directors are responsible for governance within each school and as such each LGB will be represented by two Director positions on the Board; one being the Chair of LGB and one other the Board will appoint to address specific skill gaps. There are specific roles for Directors dependent on their skills and experience in the following areas:

- Finance (Chair of Finance element of Finance and Resources Committee)
- Human Resources (Chair of Human Resources element of Finance and Resources Committee)
- Pupil Standards (assured by Pupil Standards Lead Director)
- Audit, Risk & Compliance (assured by Audit, Risk & Compliance Lead Director)
- Cooperative Ethos (assured by Cooperative Lead Director)

The BoD can delegate to any committee, the CEO or any other holder of an executive office, powers or functions, subject to any restrictions imposed by the Trust and management of conflicts of interest.

The BoD will carry out a range of functions that will be supported by Lead Directors in-depth work and committees including:

- Strategy
- Governance
- Finance (Finance & Resources Committee)*
- Pay decisions (Pay Committee)
- Human Resources (Finance & Resources Committee)*
- Pupil Standards (assured by Pupil Standards Lead Director)*
- Audit, Risk and Compliance (assured by Audit, Risk & Compliance Lead Director)*

The BoD currently delegate a significant finance responsibility to the Finance and Resources Committee and LGBs contribute to the Pupils Standards function, led by Data Governors (*see 3.6.3*). Finance and Resources Committee includes Governors from LGBs representing individual schools . The committee feeds back to the BoD who are responsible for approving all decisions. LGBs are also informed of headline information and provided with documents as and when necessary.

There is a clear link between Finance and Human Resources and dealing with these functions jointly will avoid duplication and enable Directors to understand the interdependencies of these functions.

The BoD is responsible for the effectiveness of its committees (including the LGBs) and as such, carry out quality assurance and reviews through CEO attendance and scrutiny of minutes.

The starred (*) functions in the list above will have a specific chair or 'lead' reporting back to the Board.

The constitution, membership and proceedings of committees including LGBs are decided by the Directors. Committees may co-opt Governors from LGBs who have specific skills related to the needs of the committee which will be approved by the BoD either by email or at the next BoD meeting. The

establishment, terms of reference, constitution and membership of any committee must be reviewed every 12 months by the committee and then by the BoD who will have final approval.

The BoD has a responsibility to ensure they are made up of a mix of representation from; Trust Leadership Team; LGBs; committees; other senior leaders and external specialist advice to ensure a clear picture of the Trust as a whole.

2.2.1   Skills, experience and expertise required for Members and Directors

Members and Directors should have the following qualities:
- A commitment to improving education for all pupils in all CLIC schools
- Ability to work in a professional manner a part of a team and take collective responsibility for decisions
- A representative of the local communities and stakeholders.
- Ability and willingness to commit time and energy to the role, including attendance at meetings and prompt engagement with communications
- Commitment to the Trust's ethos, vision and values
- Good literacy and numeracy skills
- Basic IT skills – word processing, use of email, accessing an online portal for Governors, etc
- Experience of being a Governor or Board Member in another school/sector
- Understanding and experience of strategic planning
- Ability to analyse information and data and exact key information
- Ability to propose and consider innovative solutions
- Understanding of current education policy and landscape
- Good communication skills including being able to discuss and handle sensitive and confidential issues
- Ability to question and challenge
- Experience of managing the performance of other people
- Experience of financial planning, management and oversight
- Links with business and the community

2.3   Local Governing Bodies Structure and function/ethos

The Trust encourages self-governance from LGBs, scrutinising data and holding headteachers to account. The structure of each LGB will be agreed taking into consideration the unique status of each individual School. The number of each LGB is between 8 and 12 (not including headteachers) and structured in the following way:

- *4 co-opted minimum*
- 2 parents *as a minimum*
- 2 staff
- 2 headteachers

Parents and staff Governors are appointed via nomincation/election with the parent and staff bodies in each individual school. Co-opted Governors are recommended by the LGB and approved by the BoD. Should a school want to extend its number above the limit of 12 Governors to

fit the needs of the individual school, a recommendation needs to be put forward to the BoD for consideration.

LGBs are committees of the BoD. Currently, some of their members are also Directors. Members of the LGB are referred to as Governors.

The BoD emphasises its commitment (wherever possible and appropriate) to individual Academies sustaining their autonomy, distinctive ethos and character, with strong and effective governing bodies working to support their Headteachers.

It is important to remember however, that even where responsibility is delegated to a local level, the Trust is the legal entity (not the LGB) that is ultimately accountable.

To achieve this, the Trust recognises the need for an effective BoD, along with its committees (including LGBs) to:

- provide support on strategy;
- business planning and direction;
- support financial planning;
- enable resources to be used more effectively;
- seek efficiencies in e.g. procurement;
- provide 'umbrella' services more efficiently;
- ensure compliance with legal and statutory obligations;
- ensure that the outcomes and experiences of children are as good as they can be

The Scheme of Delegation (*section 4.0 in this document*) is built upon the ethos of ensuring governors govern and managers manage. The framework enables all parties to fulfil their roles and responsibilities and provides clarity on individual and collective responsibilities, and delegated responsibilities, as outlined below.

The LGB will govern with an emphasis on:
- promoting, at all times and through all its actions, positive academic and social outcomes and vibrant experiences for children;
- encouragement of equality and diversity;
- distinction between governance and management;
- decision making that is collective rather than individual;
- a focus on the future, as well as the present;
- proactivity rather than reactivity;

3.0   Board Structure & Committees

There is a two-way communication flow between the different levels of this structure

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Members

Directors

Audit, Risk & Compliance

Pupil Standards Function

Finance & Resources Committee

Local Governing Bodies
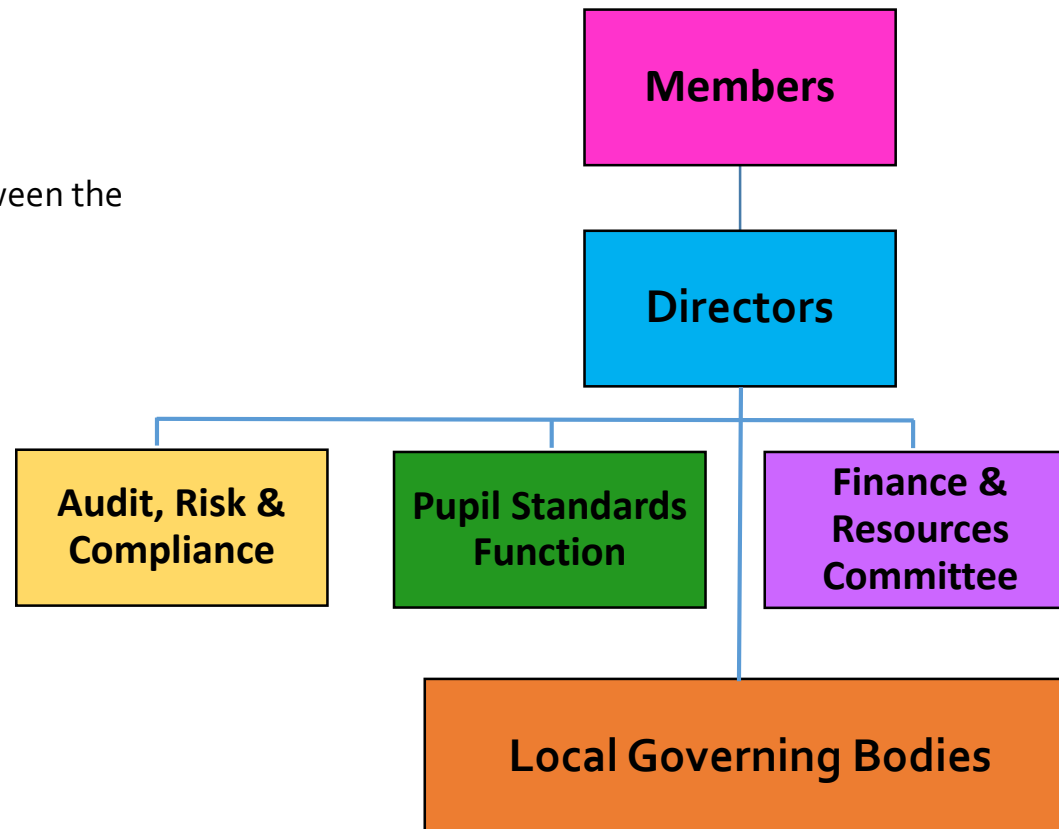
3.1   Governance Appointment Processes

3.1.1 Members – the Members of the Changing Lives in Collaboration (CLIC) Trust are a group of 5 including the Chair of the Trust. The below process for appointing to the Members is in accordance with our Articles of Association, *articles: 22 – 23d*. **Appendix A**

The Executive Assistant to the Trust (EA) manages a checklist from start of process to appointment.

Members

Application form & CV received. Interview conducted with CoT and EP

Invitation to next BoD Meeting & voting to appoint carried out via email by Directors

New Member announced to BoD & Members. Invitation to future Members meetings
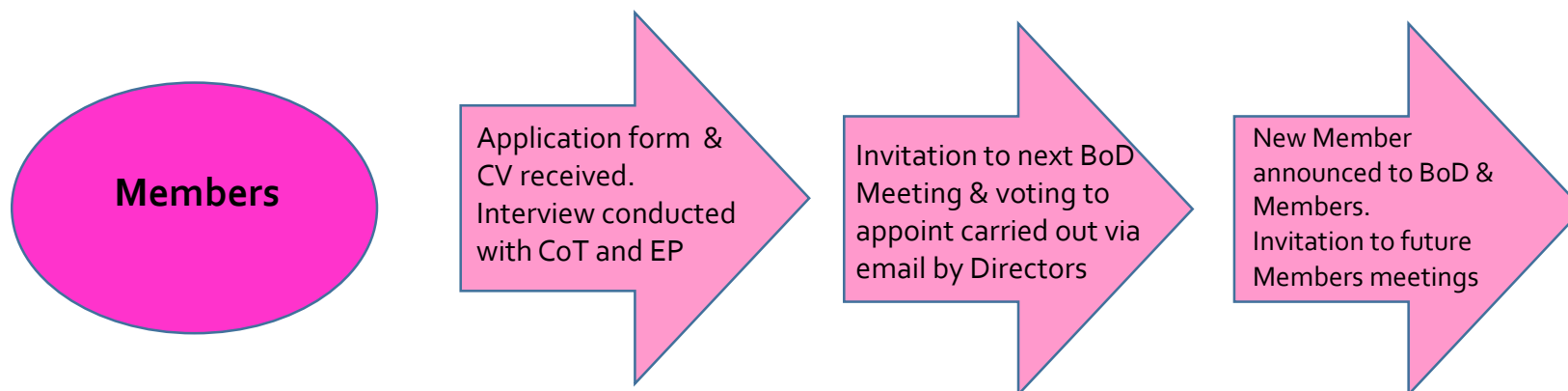
3.1.2 Directors – the Board of Changing Lives in Collaboration (CLIC) is made up of 9 people as per the Trust's current structure.
Chairs of Governors for each LGB and one other from each school based on skill set, the Chair of the Trust and Chief Executive Officer. The below process for appointing to the Board of Directors is in accordance with our Articles of Association, *articles: 57-76 and* **Appendix A**. Directors may appoint internally via LGBs or externally using the same process.

Directors

CoT to consider skills on the LGBs (skills audits)

CoT meets with Governor(s) and invite to next BoD meeting

CoT makes recommendation, CV and testimonial(s) via email to Directors, who vote to appoint.

Clerk to announce new Director via email and invite to all future meetings.
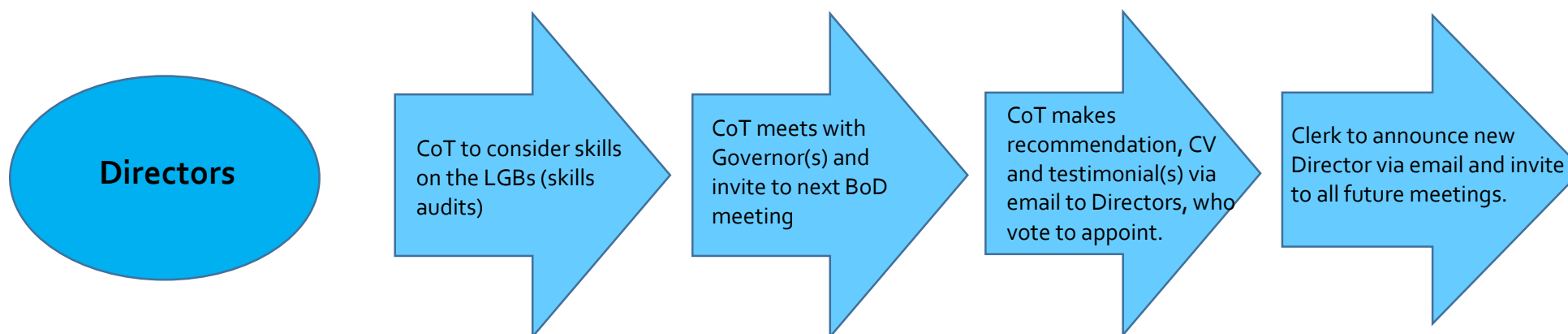
In some cases, Directors may feel it suitable to discuss an appointment via a BoD meeting as opposed to making a decision via email. In these cases, there will be an agenda item added to the next meeting of the BoD for discussion.

3.1.3 Committee Members – the Board of Directors (BoD) of the Changing Lives in Collaboration (CLIC) delegate some of the scrutiny to Committees: Finance & Resources and Local Governing Bodies (LGBs). The below process for appointing to a Board Committee is in accordance with our *Articles of Association 114-120,* **Appendix A**.

Committee Members

For Committees (not LGBs), the BoD request expressions of interest from the LGBs.

LGBs, at their next meeting or via email, request expressions of interest from Governors and notify Clerk to BoD.

BoD approves Governors to Committee via email or meeting. Clerk notifies LGB and current committee members and Chair.
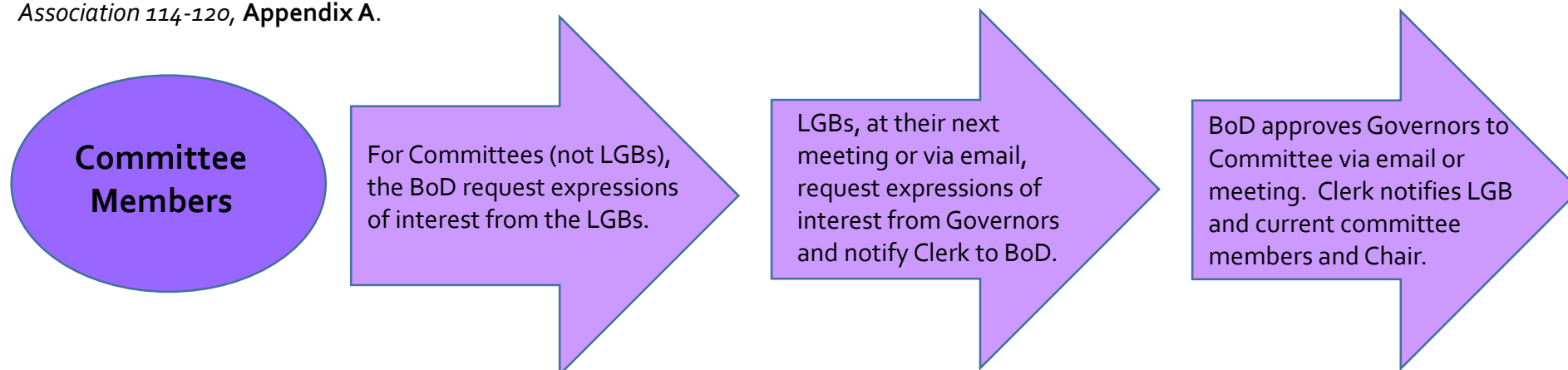
The BoD may also approach individual Governors who have specific desired skills sets to join a committee. In these cases, the Chair of the Trust/CEO will hold a meeting with individual Governors and they will express their interest via process above.

3.1.4 LGB Governors – the Local Governing Bodies are Committees of the Board of Directors of Changing Lives in Collaboration (CLIC) Trust. Each LGB has between 8 and 12 Governors and is in accordance with our Articles of Association *114-120. The CLIC Trust use Governors for Schools for the recruitment of Governors but also consider recommendations via other Governors/Directors.*

In accordance with our Articles of Association, *article: 66*, two **Parent Governors** are to be elected onto each LGB for each school within the Trust along with two **Staff Governors**. The procedure for the appointment/recruitment of these roles are held with the EA of the Trust.

LGB Governors (Co-opted)

Executive Assistant receives applications and recommends candidates using the Skills Audit foir each school.

CoG & Heads meets with candidate & establish interest in position. Invites to next LGB meeting.

After LGB Meeting, if both parties agree, CoG makes recommendation to LGB via email and seeks votes to appoint Governor.

CoG to liaise with EA to seek approval of Governor from BoD

EA seeks approval from BoD via email and announces appointment to LGB Governors

3.1.5 Election of Chair of the Trust

The BoD will, at their first meeting of each academic year, elect the Chair of the Trust using the following process:

- All interested candidates, including the current Chair (if they wish to continue in post) should confirm their expressions of interest to the Clerk when requested (at least 7 days before the meeting).

During the meeting:

- Whether there is only one or more than one expression of interest received, the Clerk will ask any candidates present to step out of the meeting and the BoD will vote by secret ballot (writing a name down on a piece of paper) which will be collated by the Clerk or by a show of hands and the person with the most votes is named.
- Candidate(s) will be called back into the meeting and the Chair will be announced.
- Clerk to make announcement to all Governors and Headteachers, organise paperwork/registration with DfE and ESFA and update relevant websites.
- Where Directors are not able to vote in favour of one candidate, the Executive Assistant/Clerk will refer the matter immediately to the Members for resolution.

3.1.6 Election of Vice Chair of the Trust
As above.

3.1.7 Election of Chair of Governors (LGBs)

LGBs will, at the first LGB meeting of each academic year, elect a Chair of Governors for recommendation to the BoD using the following process:

- At the point of uploading meeting documents 7 days in advance of the meeting, the Clerk will ask for expressions of interest for the role and collates responses.

During the meeting:
- Where one or more expressions of interest are received, all candidates will be asked to step out of the meeting and Governors will vote by secret ballot (writing a name down on a piece of paper) which will be collated by the Clerk or by a show of hands and the person with the most votes is named.
- Candidates will be called back into the meeting and the Chair announced, pending approval from the BoD.
- Where Governors are not able to vote in favour of one candidate, the Clerk will refer the matter immediately to the Directors for resoultion.

After the meeting:
- The Clerk, copying in the Chair of Governors is to provide details of recommendations to the Executive Assistant who will seek approval from the BoD either by email or the next BoD meeting.
- Directors are to confirm approval of Chair of Governors either via email or at their earliest meeting.
- Approval of the Chair will be announced via email to all Governors of the LGB.
- Where the majority of the Board are not in favour of the approval of the Chair of Governors, the Board will set up a Pop Committee to discuss further.

- Where no expressions of interest have been received, the Chair of Governors will inform the Executive Assistant who will liaise with the Board of Directors on next steps.
- The Chair of Governors, once approved by the Board, will automatically becomes a Director on the Board of the Trust and the EA will organise paperwork/registration with the DfE and Companies House and update relevant websites.

3.1.8   Election of Vice Chair of Governors

Following the election of the Chair of Governors at the first LGB meeting of the academic year, the newly elected or continuing Chair will work with the CEO to agree the requirements for the role of Vice Chair, according to the specific needs of the LGB at that time.

This will take into account whether the Vice Chair needs to be seen as a successional role for the Chair, whether there is a particular aspect of school performance that would benefit from the focus of a Vice Chair, such as finance, planning, performance etc and to draft a set of key requirements. These requirements will be shared with the LGB in order for Governors to consider whether or not to put themselves forward, along with a request for expressions of interest.

The election of the Vice Chair will take place via email after the new Chair and CEO have met, using the following process:

- LGB Clerk will send to Governors via email the draft set of key requirements for the Vice Chair for the academic year. This email will include a request for expressions of interest for the Vice Chair role by an agreed date.
- When expressions of interest are received, the Clerk will send an email to all Governors asking them to vote.
- Once votes are received, and the new Chair is identified, the Clerk will email the Executive Assistant/Clerk to the Board to seek approval from the Board of Directors via email.
- Once approval has been received, the EA will contact the LGB Clerk to notify the Governors of the official appointment of the Vice Chair.
- Should no expressions of interest be received or the LGB Governors not be able to agree on a candidate unanimously, the Clerk will refer this immediately to the EA of the Trust to liaise with the Board of Directors.

3.1.9   Chair of other Board Committees

It is a requirement for a Director with the relevant skill set to be the Chair of a Board Committee. The Board of Directors will appoint the Chair(s) of their committees in their first meeting of the academic year.

3.2   Members Terms of Reference

The Members are responsible for change to the Articles of Association, Funding Agreements and Ensuring the BoD are operating effectively and holding to them to account through the following:

- The Trust's charitable object is being met
- Directors can demonstrate the structure of the Trust leads to improved progress and outcomes for children.
- The Trust's central team ensure sufficient support and oversight of each of the schools in the Trust
- Directors hold the CEO to account for the performance of schools in the Trust
- Directors are monitoring standards and how they know they are effective
- Directors have appropriate financial oversight and schools in the Trust have sufficient resources to remain solvent
- Members are aware of the key risks to success of the Trust and how Directors monitor the likelihood and impact of those risks
- Directors keep abreast of development in the education sector, to ensure they are appropriately prepared for changes that may impact on the Trust
- The Directors ensure they have the right skills to discharge the Board's responsibilities
- Approve the process of appointment of LGB Chairs as Directors on the Board of Directors (below 5 schools). Individual LGB Chairs will have a term of office of up to 4 years as a Director should they remain as Chair for the duration. Should individuals step down as Chair earlier than 4 years, the Board may co-opt the individual as a Director should they wish.
- Receive the Trust's annual accounts

3.3   Board of Directors Terms of Reference

3.3.1   Strategy Function

- Agree a long term strategy, vision and mission for the Trust and communicate this to stakeholders
- Establish and monitor a strategic risk register
- Agree a five-year capital plan
- Develop a marketing and communications plan to promote the academies as the destination of choice for local parents and to increase income.

3.3.2   Governance Function

The BoD have the responsibility for leading the Trust and its committees. In doing so a high level of review of committees, communication and consultation with committees is carried out through one to one meetings led by the Chair of the Trust and individual Directors and the CEO through QA of the LGB meetings form the Board of Directors Annual Review. The BoD also has responsibly for key decisions for the Trust:

- Establish and maintain a register of business interests for the Board
- To review annually and consider the establishment, terms of reference and membership of committees and effectiveness

- Appoint and remove internal and external auditors and company secretary
- Approve the co-option, appointment and removal of persons, Chairs and Vice Chairs to the LGBs and committees.
- Elect (or remove) the Chair and Vice-Chair of the BoD annually
- Approve the Scheme of Delegation of powers and responsibilities
- Conduct self-assessment and performance review.
- To ensure Local Governing Bodies are fulfilling both the Terms of reference and Scheme of Delegation in all aspects of their role e.g. Safeguarding

3.3.3 Finance Function

The BoD will delegate responsibilities to the Finance & Resources Committee and review its effectiveness, however the core responsibilities of the Finance Function remains with the BoD:

- Approve the annual budget, allocating finance to individual schools.
- Approve the annual report, returns and accounts
- Ensure all insurances are in place
- Informing the appropriate government agency if it suspects any irregularity affecting resources and approvals of any write-offs and other requirements of the ESFA/DfE
- Confirm the appointment of contractors/lenders for capital build projects

3.3.4 Human Resources Function

The BoD will delegate responsibilities to the Finance and Resources Committee who will in turn direct the work of MAT Leadership Team (MLT) to carry out a range of HR functions and provide reports. The Finance and Resources Committee will make decisions and consider recommendations from MLT in doing so. (Removed 'Key' decisions)

3.3.5 Pupil Standards Function – *Led by the Pupil Standards Vice Chair*

This function will take up a significant part of the BoD meetings in Spring 1 and Summer 1 All Directors are expected to gain a deep and rich understanding of school data to ensure high pupil standards, hold the CEO and Headteachers accountable for standards against benchmarks which is why this function remains within the BoD.

The committee uses Data Dashboards to analyse the following:
- expected progress
- attainment, attendance
- Narrowing the gap between disadvantaged and other pupils

Data presented will focus on exceptions; areas where goals are falling short, and be able to:
- Provide rigorous interrogation of school leadership; analysing and questioning data in order to provide challenge and support.

- Ensure achievement of standards delegated to LGBs, is planned, resourced, tracked and continuously improved with outcomes reported, within agreed frameworks, to the BoD.
- Review the effectiveness of Link Data Governors (for appointment of Link Governors see 3.6.3 in this document).
- Address weakness of link governors through guidance and support

3.3.6   Audit, Risk and Compliance Function – *Audit, Risk and Compliance Chair*

This function will take up a significant part of the BoD meetings in Autumn 1 and Spring 2 EFSA Financial Handbook states that as a Trust with an annual income under £50 million we have the flexibility to include the functions of an audit committee within another committee.

The BoD have a legal responsibility to ensure the overall risk and particularly financial risk to the organisation, which is why this function remains within the BoD TOR to ensure rigorous audit and risk management by all directors in evaluating risk systems and processes.

The Audit, Risk and Compliance function includes:

- Decide on the Internal Audit framework and constantly review the suitability of this framework.
- Review the Internal Audit Reports and Action Plans, set targets and review progress.
- Review the External Audit Reports and develop Action Plans, set targets and review progress.
- Review the effectiveness of the Risk Register, set targets and review progress
- Ensure compliance with charity and company law and the Trust's Funding Agreement
- Review the budget setting and monitoring process and the challenge from the Finance and Business Committee
- Ensure the compliance requirements of the ESFA, Companies House and DfE are met including; Get Information About Schools, policies and websites of schools and the Trust.

3.4   Finance and Resources Committee Terms of Reference
Members: Directors, CEO, LGB Governors
Attendees: COO, Senior Finance Manager (SFM)

The BoD have a legal responsibility to ensure the overall financial health of the trust and each school and aspects of this are delegated to the Finance and Business Committee. This committee aims to ensure rigorous audit and risk management, rather than deciding on day-to-day spending.

The Finance Committee takes a strategic role, acts as a critical friend and is accountable for its decisions. It should set aims and objectives and review, agree and monitor policies, targets and priorities. The Finance Committee aims to ensure the Trust and its schools:

- demonstrate probity in financial conduct
- provides value for money for the tax payer

- demonstrates accountability
- operates within ESFA Financial Guidelines.

The Finance and Resources Committee aims to ensure the schools adhere to the following basic principles and key controls as set out in ESFA Financial Guidelines:

- segregation of duties
- maintenance of adequate records
- clarity in responsibilities and procedures
- transparency to stakeholders.

3.4.1 The Finance functions carried out by the Finance and Resources Committee are:

- to ensure the annual internal and external audit has been completed and subsequent recommendations acted upon;
- To receive the audited statutory accounts to go to the ESFA and formulate the 'management response';
- review FMGE Action plans and progress
- to agree budget setting for the Trust and all schools;
- to receive reports linking the strategic plan to the finances;
- to carry out self-evaluation and review previous years' spending;
- to review repairs and maintenance rolling programme and Building Development Plan.
- to review current staffing structures considering each individual school's three year projected budget, making recommendations to the Board
- to ensure financial monitoring processes are in place and advise the BoD on aspects which require attention;
- to recommend the criteria for RAG Rating Budgets
- to receive approve budget virements subject to agreed limits;
- to review financial decision levels and limits for payments and contracts in Financial Procedures, Administration and Control document;
- to review cumulative spending over £5000; procurement processes and value for money exercises and to ensure spending is linked to each School's School Improvement Plan;
- to review the Financial Procedures, Administration and Control document in line with changes to ESFA Academies Financial Handbook;
- to approve risk management process and present to the BoD;
- to monitor the contracts for building maintenance and estates management for all schools;
- to establish and recommend to the Board a medium/long term estates management plan and strategy;
- to agree a health & safety policy, monitor risk assessments and set up arrangements to manage health and safety;
- to ensure all statutory inspections and health and safety procedures and policies are implemented and that all schools and the Trust are compliant with statutory legislation;
- to make recommendations on capital programmes for BoD;

- to ensure appropriate asset management procedures are in place and review write-offs on an annual basis;
- to review the Charging and Remissions Policy;
- to approve the appointment of auditors and recommend to the BoD;
- to review Health & Safety Audit Report;
- to ensure an appropriate business continuity plan is in place
- ensure any information that needs to be passed on to the Board or its committees is clearly noted in the minutes under its own agenda item 'Information to the BoD and Committees'.

3.4.2   The Human Resources functions carried out by the Finance and Resources Committee are:
- Review and approve statutory personnel related policies including a whistle blowing policy
- Review Teachers performance management & performance related pay policy
- Confirm appointments of headteachers and deputy headteacher roles
- Review effectiveness of leadership and Trust structures
- To review personnel reports & staff issues
- To ensure positive relationships and working practices with Trade Unions and ensure appropriate union negotiating arrangements are in place
- To Review staffing structures
- To consider workforce remodelling and succession planning
- To consider workforce remodelling seeking and ensuring cross-academy collaborations for efficiency and effectiveness
- To influence and shape the Trust's CPD strategy
- To receive outcomes of staff surveys and consider staff wellbeing
- To convene any necessary HR appeal panel as required comprising of Finance & Resources Governors available at the time

3.4.3   Other functions of the Finance and Resources Committee are:
- Ensure Terms of Reference links to improvement plans
- Review impact of finance and Resources Committee

3.4.4   Human Resources Functions delegated to the LGBS:
- Review Non-teaching staff performance management & performance related pay
- Review performance management for teaching assistants and non-teaching staff

3.5   Pay Committee Terms of Reference
The committee shall not be open to the public. The membership and terms of reference of the committee shall be reviewed annually by the Board of Directors. The Committee will consist of the Chair of the Trust and individual LGB Chairs. At least one member will be a member of the Finance and Resources Committee.

- To achieve the aims/objectives of the school's pay policy in a fair and equal manner.
- To consider the Trust's Gender Pay Gap
- To review benchmarking data to support decision making
- To apply the criteria set by the pay policy in determining the pay of each member of MAT Leadership

- To consider whether the ISR and pay ranges are sufficient to retain members of the leadership group;
- To consider the reasonableness of the salary differentials both within the group and in relation to classroom Teachers.
- To minute the ISR or pay range selected and their reasons for selecting it.
- To apply the criteria under the Pay Policy to review and approve Heads recommendation on pay progression.
- To observe all contractual and statutory obligations
- To take account of the budget position when taking decisions on pay
- To minute clearly the reasons for all decisions
- To keep abreast of any developments that may affect the pay policy and to make arrangements for an annual review of the policy, including regard for any changes in legislation, or change to the conditions or terms of employment of any group/s of staff.

The Pay Committee will meet in Autumn 1 with Headteachers to review Teachers' pay progression recommendations and Spring 1 to review Leadership pay progression.

3.6   Pop Up Committees Terms of Reference

The Board of Directors may decide to create stand alone temporary committees/working groups named Pop Up Committees to work on specific focused work for the Board ot Trust Members.

The Terms of Reference for these are determined by the Board upon creation of a Pop Up Committee.

3.6   Local Governing Bodies Terms of Reference

Subject to provisions of these Terms of Reference, the Companies Act 2006, the Articles and to any direction given by special resolution of the Directors, the business of the schools shall be managed by the LGB who may exercise all the powers of the Company, other than matters reserved to the BoD and its sub-committees which are either strategic in nature or cannot legally be delegated.

3.6.1   The BoD delegate the running of the schools to the LGB to take responsibility for supporting the school and its leadership and management team in improving:

- effectiveness of leadership and management
- quality of teaching, learning and assessment
- personal development, behaviour and welfare
- outcomes for children and learners.

3.6.2   Each LGB has a responsibility to:
- ensure the implementation of both the vision and cooperative values
- support the school leadership in maintaining and improving academic standards and performance
- ensure a broad and balanced curriculum
- ensure all senior leaders proactively seek the views of all stakeholders and engage with stakeholders as part of any change management processes

- support the development of a School Improvement Plan and Ofsted improvement plans
- challenge the School Improvement Plan presented by headteachers
- ensure high quality teaching, learning and assessment takes place and is continuously
- improved
- ensure that school teachers receive a regular appraisal of their performance
- appoint one Governor (usually the Chair) to be involved in all aspects of Headteacher appraisal
- contribute to the research and preparation of the school's annual self-evaluation; including the analysis of performance data and understand its strengths and weaknesses
- contribute towards the development of the Annual Budget
- receive a 3-year Budget Projection
- receive the Quarterly Monitoring Report for information
- appoint governors to the Finance and Business Committee
- receive an annual summary of performance management outcomes and recommendations
- receive the Trust's Strategic Plan for information
- scrutinise data
- scrutinise PPG and approve the PPG Report
- scrutinise Ofsted Data Dashboard
- hold the Headteachers to account for the above
- monitor the implementation of the Behaviour Policy
- to receive the Headteachers Report at each meeting which includes information on pupil
- numbers and exclusions
- agree the Pupil Admission Numbers (PAN) annually
- receive the Statutory Policies control document at each meeting for information
- make recommendations to BoD to change category of school
- recommend changes to the Scheme of Delegation
- to determine the development needs of governors (including the Chair) and put in place an appropriate programme liaising with the BoD
- recommend to the Board new Governors to join the LGB
- identify Link Governors and establish the remit for the year linked to the School Improvement Plan
- receive reports from Link Governors following school visits
- commission mechanisms to enable the review of parental engagement and satisfaction
- receive a report on school standards following SATs results
- scrutinise all health & safety issues and pupil and staff wellbeing
- review the management of site and buildings
- review the condition of site and buildings
- ensure the safeguarding of children and biennially review external safeguarding audit and review progress against actions
- assure Board of Directors that Safeguarding is reviewed at this committee through reports

- receive the Personnel Report from the COO
- ensure the Single Central Record is in place and approved
- scrutinise reports and presentations on foundation and core subject areas annually; and make recommendations linked to the School Improvement Plan (SIP) with phase leaders
- undertake Learning Walks related to issues in the SIP
- receive reports on the Parent Forum
- monitor extended school services
- receive a report on Pupil Views
- Review Non-teaching staff performance management & performance related pay
- Review performance management for teaching assistants and non-teaching staff

3.6.3   Appointing Link Governors

Each LGB in the first meeting of the academic year will appoint Link Governors. Link Governors are Governors who are a link or liaison between the governing body and a specific subject, curriculum area or aspect of the work of the school.

The Chairs of LGBs will discuss the focus for Link Governors with the CEO before the first meeting of the academic year and expressions of interest will be sought via email before the first LGB meeting and agreed at this meeting:

Key Link Governor roles are as follows:
- Safeguarding
- Data
- Health & Safety
- SEND

3.6.4   Headteachers and voting rights

Where a school has a one-headteacher model, the Headteacher is entitled to one vote at LGB meetings.

Where a school has a Co-headship, the Headteachers occupy one position on the LGB with the position carrying one vote. Headteachers agree at the start of each academic year how voting rights will be shared equally.

3.7   Local Governing Body Working Groups

The LGBs may establish working groups as it considers desirable to carry out its responsibilities. The powers of any such working groups, their terms of reference and membership shall be determined by the LGB.

Working groups may include non-governors who are specialists in a particular field.

Refer to the Scheme of Delegation table below for all designated powers.

4.0　CLIC Cooperative Trust Scheme of Delegation

This Scheme of Delegation has been developed to clarify the responsibilities and powers of the Board of Directors (BoD) and Committees including Local Governing Bodies (LGBs) in respect of leadership and management of the Trust and its schools to ensure compliance with legal requirements.

This Scheme of Delegation works in conjunction with the CLIC Trust Finance Manual which covers all financial delegations and the suite of policies through which the Trust operates which further defines individual and collective roles and responsibilities.

The Chair, or in their absence, the Vice Chair has power to carry out functions of the BoD or LGB in extreme circumstances where a delay in exercising a function is likely to be seriously detrimental to the interests of the Trust or School, or any stakeholder. However, this power does not include matters relating to the alteration and closure of the School, a change of school category, approval of budget, discipline policies and admissions.

This document will be reviewed in Summer (as part of Annual Governance Review and Autumn), in consultation with LGB including Headteachers and the recommendations from the BoD going to Trust Members for approval. The Scheme of Delegation may be revised in-year as necessary.

			Members	BoD	LGB	Committee	Forum	CEO	HTs	Trust Team
Vision	4.1.1	Vision and values, ensuring cooperative values	Receive, Implement	Responsible, Implement	Contribute, Implement	Contribute, Implement	Contribute, Implement	Author, Implement	Contribute, Implement	Contribute, Implement
Stakeholder Engagement	4.2.1	Proactively seek views of all stakeholders	Responsible	Responsible Ensuring	Responsible	Responsible	Responsible	Responsible	Responsible	Responsible
Stakeholder Engagement	4.2.2	Develop school level forums		Ensuring	Contribute		Implement	Contributing	Responsible	
Stakeholder Engagement	4.2.3	Proactively engage with Forums		Ensuring	Contribute		Contributing	Contributing	Responsible	
Stakeholder Engagement	4.2.4	Forums to engage with Trust, Directors and LGB		Support	Support		Responsible		Support	

			Members	BoD	LGB	Committee	Forum	CEO	HTs	Trust Team
Governance	4.3.1	Appoint and remove Members	Support Recommend	Responsible						Support
	4.3.2	Appoint and remove Directors	Responsible	Support Recommend						Support
	4.3.3	Appoint (and remove) the chair of Local Governing Bodies	Approve	Approve	Recommend					Support
	4.3.4	Appoint (and remove) the vice-chair of Local Governing Bodies		Informed	Approve					
	4.3.5	Approve new governors to LGB		Approve	Support Recommend		Support		Support	
	4.3.6	Appoint and dismiss the clerk to the governors		Approve	Recommend					Contribute
	4.3.7	Register of all interests	Support	Responsible	Support					Author
	4.3.8	Governors Expenses Scheme	Receive	Approve	Contribute	Recommend				Author
	4.3.9	Governance Structure		Responsible	Support	Support	Support		Recommend	Support
	4.3.10	Terms of reference and SoD		Approve	Contribute	Contribute		Recommend	Contribute	Contribute
	4.3.11	Skills Audit – complete and recruit to fill gaps		Responsible Execute	Contribute Execute	Contribute		Recommend	Contribute	Support
	4.3.12	Annual self-review of BoD performance/effectiveness	Support	Responsible Execute	Contribute	Contribute			Contribute	Support
	4.3.13	LGB self-review and skills audit		Support	Responsible Execute			Support	Contribute	Support
	4.3.14	Determine the development needs of governors and put in place an appropriate programme	Recommend	Responsible	Recommend			Contribute	Support	Support
	4.3.15	Schools' websites are compliant		Responsible	Support			Monitor	Execute	Support
	4.3.16	Annual Report on performance of the Trust	Receive	Responsible	Support			Author	Contribute	Support
	4.3.17	Management of Risk		Responsible Monitor	Contribute Review	Contribute		Author Recommend	Contribute	Contribute
	4.3.18	Consider whether or not to exercise delegation of functions to individuals		Approve	Recommend			Recommend		
	4.3.19	New schools to join The Trust	Contribute	Approve	Contribute	Contribute	Contribute	Recommends	Contribute	Contribute
	4.3.20	Effective support and challenge of link governors		Monitor	Responsible				Contribute	
	4.3.21	Policies		Approve	Contribute	Contribute	Contribute	Recommend Author Implement	Recommend Author Implement	Recommend Author Implement

			Members	BoD	LGB	Committee	Forum	CEO	HTs	Trust Team
Curriculum	4.4.1	Curriculum policy		Approve				Recommend	Author	
	4.4.2	Standards of teaching		Responsible	Contribute			Monitor	Accountable	
	4.4.3	Individual child's education		Responsible	Contribute			Monitor	Accountable	
	4.4.4	Appropriate provision of sex education		Responsible	Contribute			Monitor	Accountable	
	4.4.5	Prohibit political indoctrination and ensuring the balanced treatment of political issues		Responsible	Contribute			Monitor	Accountable	
	4.4.6	Provision of RE in line with school's basic curriculum		Responsible	Contribute			Monitor	Accountable	
	4.4.7	Arrangements for collective acts of worship		Responsible	Contribute			Monitor	Accountable	
	4.4.8	Broad and balanced curriculum		Responsible	Contribute			Monitor	Accountable	
School Improvement	4.5.1	MAT Strategic Plan	Receive	Approve Monitor	Receive		Receive	Author Accountable	Contribute Support	Contribute Support
	4.5.2	School Improvement Plan		Ensure	Contribute Monitor		Receive	Approve	Author Accountable	
	4.5.3	Reporting arrangements for progress on key priorities		Approve	Contribute	Contribute		Recommend	Contribute	Contribute
Target Setting	4.6.1	Targets for pupil achievement		Approve	Contribute			Recommend	Contribute	
	4.6.2	Pupil outcomes		Monitor	Monitor			Accountable	Accountable	
Performance Scrutiny	4.7.1	Scrutinise ASP		Ensure	Responsible			Monitor	Accountable	
	4.7.2	Scrutinising PPG and approving the PPG Report		Ensure	Approve			Recommend	Accountable	
	4.7.3	Scrutinise Ofsted Data Dashboard		Ensure	Responsible			Monitor	Accountable	
	4.7.4	To provide guidance and questions for LGB		Ensure	Support			Responsible		

				Members	BoD	LGB	Committee	Forum	CEO	HTs	Trust Team
Safeguarding	4.8.1	Appoint a responsible person or SENDCo in respect of pupils with special needs			Responsible					Accountable	
	4.8.2	Single Central Record			Responsible					Ensure	
	4.8.3	Ensure all DSLs are suitable for the role			Approve	*Report Recommend				Contribute	
	4.8.4	Appoint Safeguarding Governor			Ensure	Responsible				Support	
	4.8.5	Appropriate Safeguarding Policy			Monitor		Approve		Monitor	Author Implement	Contribute Support
Pupil Discipline & Exclusions	4.9.1	Behaviour Policy			Approve	Recommend Monitor			Support	Author Implement	
	4.9.2	Exclusion of Pupils – Fixed Term			Monitor	Contribute			Approve	Recommend	
	4.9.3	Exclusion of Pupils – Permanent			Approve	Recommend			Recommend	Recommend	Support
	4.9.4	Reinstatement of excluded pupils			Approve	Recommend			Recommend	Recommend	Support
Admissions	4.10.1	Admissions Policy in reference to the Admissions Adjudicator Guidelines			Approve	Contribute			Author Recommend	Implement	Support
	4.10.2	Consult before setting an Admissions Policy			Ensure	Contribute			Execute	Contribute	Contribute
	4.10.3	PAN annually			Approve	Contribute			Recommend	Contribute	Contribute
	4.10.4	Appeal against LA directions to admit pupil(s)			Approve	Contribute			Recommend	Author	
Health & Safety	4.11.1	Health and Safety Policy			Approve				Contribute Implement Monitor	Contribute Implement	Author Implement
	4.11.2	Health and Safety Audit and Action Plan			Ensure	Receive	Review		Ensure	Responsible	Support
	4.11.3	Risk Management Plan			Approve Monitor	Contribute			Author Review	Contribute	Contribute

			Members	BoD	LGB	Committee	Forum	CEO	HTs	Trust Team
School organisation	4.12.1	Proposals to change category of school	Agree	Propose	Contribute		Contribute	Recommend	Contribute	Contribute
	4.12.2	To set the times of school sessions and the dates of school terms and holidays		Be Informed	Be Informed			Approve	Author	
	4.12.3	School meets for min no of sessions in a school year						Responsible	Implement	
	4.12.4	To ensure the required public information is available and meets requirements		Responsible				Accountable Monitor	Contribute	Contribute
Performance Management	4.13.1	Performance management policy		Approve		Contribute		Recommend	Author Implement	Support
	4.13.2	Performance management of CEO & COO and pay award				Execute Approve		Recommend (COO)		Support
	4.13.3	Performance management of Headteachers and pay award				Execute Approve		Execute Recommend		
	4.13.4	Annual summary of performance management outcomes and recommendations		Ensure	Approve	Receive		Recommend	Recommend	Support Author x 2
Staffing	4.14.1	Appoint, dismiss, suspend CEO & COO		Approve		Be Informed		Recommend (COO)		
	4.14.2	Appoint, dismiss, suspend HTs		Approve	Contribute	Be Informed		Recommend		Support
	4.14.3	Appoint, dismiss, suspend teachers and SLT		Be Informed	Be Informed	Be Informed		Approve	Recommend	Support
	4.14.4	Appoint, dismiss, suspend non-teaching staff		Be Informed	Be Informed	Be Informed		Approve	Recommend	Support
	4.14.5	Agree CEO, HT, COO roles		Approve		Contribute		Recommend Contribute	Contribute	Contribute
	4.14.6	Teacher's Pay Policy		Approve		Recommend		Contribute Implement	Contribute Implement	Author Contribute
	4.14.7	Pay Discretion decisions Trust & MLT Roles		Approve		Recommend		Recommend		Support
	4.14.8	Pay Discretion decisions for staff				Approve			Recommend	
	4.14.8	Pay, Performance and Disciplinary Policies		Approve		Contribute		Recommend Implement	Contribute Implement	Author Implement
	4.14.9	School staffing structures		Approve	Contribute	Recommend		Recommend	Author	Contribute
	4.14.10	Changes to school structure (within agreed budget)		Be Informed	Contribute			Approve	Recommend	Contribute
	4.14.11	Changes to school structure (outside agreed budget)		Approve	Contribute	Contribute		Recommend	Author	Contribute
	4.14.12	Dismissal payments/early retirement		Approve	Contribute	Contribute		Recommend	Contribute	Contribute
	4.14.13	HR Report; absences, leavers, starters			Receive	Review		Recommend	Contribute	Author

			Members	BoD	LGB	Committee	Forum	CEO	HTs	Trust Team
Finance	4.15.1	Proportion of the overall school budget to be top sliced		Approve	Recommend	Contribute		Recommend	Contribute	Contribute
	4.15.2	School Budget		Approve	Recommend	Contribute		Recommend	Contribute	Contribute
	4.15.3	Trust Budget		Approve		Contribute		Recommend		Contribute
	4.15.4	Review monthly expenditure						Approve	Responsible	Execute
	4.15.5	Rag Rated Quarterly Monitoring / Forecasting Report for each individual school		Ensure	Receive	Review Recommend		Contribute	Responsible	Contribute Execute
	4.15.6	Financial decision levels and limits for payments and contracts (Financial Scheme of Delegation)		Approve	Receive	Recommend			Contribute	
	4.15.7	Criteria for RAG rating budgets		Approve	Receive	Recommend			Contribute	Author
	4.15.8	Virements between budget headings	Refer to Financial Scheme of Delegation. The delegation is dependent on the school budget RAG Rating							
	4.15.9	Charging and remissions policy		Ensure		Approve			Contribute	Author
	4.15.10	Appointment of auditors		Ensure		Approve		Recommend		Contribute
	4.15.11	Miscellaneous financial decisions outside of the agreed budget								
	4.15.12	To approve the Investments Policy to manage, control and track financial exposure, and ensure value for money; to review the Trust's investments and Investments Policy on a regular basis.		Approve		Recommend				Author
	4.15.13	Appoint members onto the Finance Committee		Approve	Recommend	Support		Support		Support
	4.15.14	External Auditor's Report	Receive	Receive Respond	Receive	Contribute	Receive	Author	Support	Author
	4.15.15	Robust benchmarking		Ensure		Responsible		Responsible		Execute
Premises & Insurance	4.16.1	Buildings insurance and personal liability are in place		Ensure		Responsible				Accountable
	4.16.2	Trust Capital Strategy	Receive	Approve	Contribute	Contribute		Recommend	Contribute	Contribute
	4.16.3	Procure buildings	Receive	Approve	Contribute	Contribute		Recommend	Contribute	Contribute
	4.16.4	Maintain buildings		Ensure	Contribute				Responsible	Contribute
	4.16.5	Business continuity plans		Ensure				Responsible (Trust Level)	Responsible	Contribute

			Members	BoD	LGB	Committee	Forum	CEO	HTs	Trust Team
Central Services	4.17.1	Scope of mandatory core services to be delivered by The Trust on behalf of its Academies		Approve	Contribute			Recommend	Contribute	Contribute
	4.17.2	Identify those additional services to be procured on behalf of individual academies		Approve	Contribute			Recommend	Contribute	Contribute
	4.17.3	Centrally procured services provide value for money and spending is linked to the SIP		Approve	Contribute	Contribute		Recommend	Contribute	Contribute
Extended Schools	4.18.1	Additional activities and to what form these should take			Contribute		Contribute		Approve	
	4.18.2	External school providers implement and follow academy Health and Safety Procedures and have the relevant insurance in place							Ensure	
School Meals	4.19.1	School meals meet the Nutritional Standards				Receive		Ensure	Contribute	Responsible
	4.19.2	Provision of free school meals to those pupils meeting the criteria, including Universal Free School Meals						Ensure	Contribute	Responsible
	4.19.3	Relevant training and policies are in place and adhered to across all academies						Ensure	Contribute	Responsible