

The Warriner Multi Academy Trust Scheme of Delegation to Local Governing Bodies 2016

**The Warriner School
Hornton Primary School
Sibford Gower Endowed Primary School
Bishop Carpenter Church of England Primary School**

The schools named above are part of the Warriner Multi Academy Trust (WMAT), a charitable company limited by guarantee which is governed by its Board of Directors at a strategic level. The Board is accountable to the Secretary of State for the performance of all of the academies within the WMAT and for setting the strategic direction of the Trust.

The detailed day-to-day running of each academy is delegated to the Local Governing Body (LGB) within this scheme of delegation. The LGB deals with the management and organisation of the school in line with any development plan for the WMAT; it will set the ethos and vision for the school together with monitoring performance and financial targets; it will implement any applicable policies set by the WMAT. It will align its reporting structures and timetables (including meetings) to those of the WMAT.

This scheme of delegation will be reviewed on an annual basis, but the Directors reserve the right to review and amend this scheme at any time if required.

The composition of each LGB is as follows:

The Warriner:

A total of 20 governors to include the following;

- 5 elected parent governors
- 1 elected staff governor
- 1 Headteacher
- 13 director appointed governors

Bishop Carpenter

A total of 12 governors to include the following:

- 2 elected parent governors
- 1 elected staff governor
- 1 Headteacher
- 7 governors appointed by the Oxford Diocesan Board of Education of whom 1 will be appointed on the nomination of the Trustees of the Educational Foundation of Christobella Countess Saye and Sele
- 1 director appointed governor

Hornton

A total of 10 governors to include the following;

- 2 elected parent governors
- 1 elected staff governor
- 1 head teacher
- 6 director appointed governors

Sibford Gower

A total of 12 governors to include the following:

- 3 elected parent governors

- 1 elected staff governor
- 1 head teacher
- 7 director appointed governors

LGB members will serve for a period of 4 years, unless stated differently at the time of appointment. Staff and parents will be elected via elections. The Headteacher will be a governor ex officio. All other governors are appointed – and may be removed by those who appoint them.

Each member of the LGB shall act in the best interests of the Academy at all times and must keep confidential all information of a confidential nature obtained by them relating to the Academy or WMAT.

1. General Provisions

1.1 Subject to the limitations set out in this Scheme of Delegation, the Directors delegate the running of the School to the LGB which specifically has the following duties:

- 1.1.1 To advise the Directors on strategic issues relating to the School including the admissions policy;
- 1.1.2 To report to the Directors both generally and specifically as the Directors may require;
- 1.1.3 To oversee and control the financial performance of its School within the limits specified by WMATs Finance Committee including maintaining such records as the Directors may require and advising the Directors generally on financial issues;
- 1.1.4 To determine (and keep under review) such policies as WMAT may delegate to the LGB and to advise WMAT on the impact of agreed policies;
- 1.1.5 To have the general oversight of the School's activities including monitoring and evaluating the standards and performance of the School and the application of designated funding such as the Pupil Premium. In doing so it is required:
 - a) To be aware of and take into account views of parents, pupils/students, staff and the wider community that its academy serves and report on these as appropriate to the Directors;
 - b) To review the curriculum on advice from the Headteacher;
 - c) To support the Headteacher in their functions and to receive from the Headteacher and consider such reports as the LGB may require;
 - d) To take all actions required to comply with statutory regulations and the Master Funding Agreement and Supplementary Funding Agreement including matters relating to student discipline, pupils/student and staff welfare, special educational needs, safeguarding, equality issues generally, religious education and collective worship, health and safety and the implementation of charging policies;
 - e) To implement the policies agreed by the Directors with regard to admissions (including taking of all admission decisions in accordance with the School Admissions Code)
 - f) To implement the educational vision of the School including developing reviewing and monitoring the School Development Plan;
 - g) To maintain the School estate in accordance with any guidelines set out by WMAT;
 - h) To implement WMAT's procurement policies insofar as they impact on the School;
 - i) To manage the School's cash flow and monitoring expenditure by the School in accordance with policies determined by the Directors;
 - j) To notify WMAT of any changes to fixed assets used by the Academy;
 - k) To manage, in accordance with policies and procedures laid down by WMAT, the appointment, job description, appraisal and dismissal of all members of staff of the Academy excluding the Headteacher;

2. Sub-Committees and Delegation Powers of the LGB

2.1 The LGB may delegate (subject to any statutory requirements) any of its functions to the Headteacher of the Academy (and see paragraph 6.2), to an individual member of the LGB or to a sub-committee of the LGB but no individual or sub-committee may delegate further unless expressly authorised to do by the LGB.

- 2.2 The LGB may establish its own sub-committees to facilitate the efficient running of the School and to tie in the overarching governance timetable of WMAT together with statutory requirements.
- 2.3 The LGB will review the sub-committee structure, terms of reference, constitution and membership of any sub-committee and all other delegations of power at least once each year, usually in the first meeting of the new academic year.
- 2.4 Minutes of every LGB meeting shall be made available to the Directors upon request. Every decision made by an individual or sub-committee of the LGB shall be reported to the next available meeting of the LGB
- 2.5 Every Director of WMAT, including the Chief Executive Officer, shall be entitled to attend any meeting of the LGB and of any sub-committee established by the LGB
- 2.6 The LGB and any sub-committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the LGB or sub-committee to benefit its deliberations.
- 2.7 The membership of any sub-committee may include persons who do not also serve on the LGB, provided that a majority of the members of any such sub-committee shall be members of the LGB or Directors.
- 2.8 Copies of the minutes of sub-committee meetings are to be circulated to all members of the LGB and those who are entitled to attend LGB meetings.
- 2.9 Copies of all minutes and papers (excluding confidential papers and minutes) will be made available for inspection by any person requesting to see them.
- 2.10 Annexed to this Scheme of Delegation is a table setting out the level at which delegated decisions can be taken. This table is indicative and if any direction by the Directors is inconsistent with the table, that direction will prevail.

3. Financial Management

The LGB shall at all times act in accordance with WMAT's Finance Policies, its Financial Manual and the DfE's Academies Financial Handbook.

4. Chair & Vice Chair of the LGB

- 4.1 The Chair and Vice Chair of the LGB shall be appointed by the LGB. The Chair and Vice-Chair must always be serving Governors or Directors. If the LGB is unable to appoint a Chair the Directors may appoint one.
- 4.2 The Chair and Vice-Chair shall be appointed for a period of 1 year at the first meeting of the academic year. They may be re-appointed for further terms as determined.
- 4.3 If both the Chair and Vice-Chair are absent from a meeting the LGB, those Governors present may elect one of their number to chair that meeting – subject to the quorum of 50% of current membership voting governors being in attendance.
- 4.4 Where an urgent decision is required which cannot wait until the next meeting the Chief Executive will have delegated authority to make a decision and must then report this to the next meeting of the LGB.
- 4.5 Attendance and voting via Internet telecoms is allowed but there still must be a quorum of governors physically present.

5. CONDUCT OF MEETINGS OF THE LGB AND SUB-COMMITTEES

Meetings of the LGB and any sub-committee shall be convened and conducted in the same way as provided in the Articles of Association of the MAT for meetings of the Directors of the MAT – the relevant extract of which is attached at Annex 1.

6. ROLE OF THE HEADTEACHER

- 6.1 The Headteacher shall be appointed by the Directors on the recommendation of the CEO in partnership with the LGB. The appointment at Bishop Carpenter will be made with the agreement of the Oxford Diocesan Director of Education
- 6.2 The Directors and the LGB hereby delegates such powers and functions as are required by the Headteacher for the internal organisation, management and control of the School (including the implementation of all policies approved by the Directors and the LGB) and for the direction of the teaching and curriculum at the School.
- 6.3 The Headteacher shall be responsible to the LGB for:-
- a) implementing the agreed policies and procedures laid down by the LGB including compliance with the Master Funding Agreement, the Supplementary Funding Agreement and all statutory and regulatory requirements;
 - b) reporting on progress of the school development plan as that is agreed with the WMAT on an annual basis
 - c) managing the delegated budget and resources agreed by the LGB;
 - d) arrangements for the appointment of the Deputy Headteacher and such other senior posts as the LGB may agree with the Directors and in these cases, the LGB will be in a majority on the appointment panel and for the appointment of Assistant Headteachers and Deputy Headteachers the Chief Executive Officer will have the right to join any appointment panel;
 - e) the appointment of all other staff and (except to the extent directed otherwise by the Directors and/or the LGB), the salary grading, allocation of duties, appraisal and discipline of all staff;
 - f) the maintenance of good order and discipline by the pupils, including their exclusion in accordance with legal requirements, within any framework laid down by the LGB; and
 - g) all such additional functions as may be assigned under the job description or contract of employment.

7. CONDUCT OF STAFF

- 7.1 WMAT is the legal employer of all of the staff in WMAT Schools.
- 7.2 The Headteacher is responsible for implementing the human resource policies, procedures and terms and conditions of service for all employees including the upholding of appropriate rules for the conduct of staff. Changes to such policies and procedures will be effected only after agreement of the Directors.
- 7.3 The Headteacher shall be responsible for the appointment and management of all staff to be employed at the School (other than the Headteacher and subject to point 6.3 above) provided that they shall:
- a) comply with all policies dealing with staff issued by the Directors from time to time;
 - b) take account of any terms set by the Directors;

c) adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors including National Pay and Conditions for both teaching staff and support staff.

- 7.4 The CEO will make performance management recommendations to the directors, in discussion with the head teachers and head teachers shall put in place procedures for the proper professional and personal development of staff.
- 7.5 The Directors will hear any appeals relating to pay increases.
- 7.6 The LGB will manage the performance of the Headteacher, and the CEO will attend the performance review meeting to advise the LGB. The LGB will then make performance management arrangements to the Directors. Performance management of the CEO will be undertaken in partnership between the Directors and the Warriner School LGB.

8. PREMISES

- 8.1 The day-to-day maintenance of the buildings and facilities used in respect of the School is the responsibility of the LGB to the extent that it has funding to enable it to discharge that responsibility. The LGB shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.
- 8.2 The LGB shall advise the Directors as required on matters relating to estate management strategy, the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment. Any capital bids will be coordinated through WMAT
- 8.3 Insuring the land and buildings used by the School will be the responsibility of the Directors
- 8.4 The LGB/Headteacher will notify the CEO as soon as reasonably practicable following the occurrence of an event in respect of which an insurance claim is necessary. The responsibility for notifying the insurers rests with the CEO. The Directors and the LGB will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.
- 8.5 The CEO will ensure that an annual health & safety audit is carried out and the LGB will ensure that any recommendations are carried out.

9. CONFLICTS OF INTEREST

- 9.1 The income and property of the School must be applied solely towards the provision of the Objects as detailed in the Articles of Association. The LGB members will need to complete an annual declaration of their business interests, conflicts and related party matters.
- 9.2 Any member of the LGB who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a member of the LGB shall disclose that fact to the other members of the LGB as soon as they become aware of it. (in compliance with the Academies Financial handbook). A member of the LGB must absent themselves from any discussions of the LGB or any committee in which it is possible that a conflict will arise between their duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any Personal Financial Interest).

10. OTHER MATTERS

- 10.1 The LGB will keep apprised of and comply with all policies of the Directors.
- 10.2 The Directors and all members of the LGB have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of WMAT and the Academy and shall be open about decisions and be able to justify those decisions except in so far as any matter may be considered confidential.

- 10.3 Directors will review their policies and practices on a regular basis, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment. LGBs will review Academy specific appendices where appropriate.
- 10.4 The LGB shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 10.5 The LGB shall obtain a DBS certificate for each of its governors.
- 10.6 The LGB will ensure that all annual reports are produced on a timely basis.
- 10.7 The LGB will ensure that it publishes all required information on its website.
- 10.8 The LGB will ensure that all complaints are recorded and dealt with in accordance with the agreed WMAT Complaints Policy. This includes keeping complaints available for inspection by Ofsted - the Chief Executive Officer may also request to see the file.

11. EFFECTIVE DATE

These Terms of Reference shall come into effect on 1 August 2015 and whilst subject to annual review, they will continue until revised by the Directors.

These Terms of Reference were reviewed and approved by the Directors Board on 19th October 2016.

Extract from the Articles of the Warriner Multi Academy Trust relating to the conduct of meetings

MEETINGS OF THE DIRECTORS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction:
- (a) given by the Directors; or
 - (b) given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
110. Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
111. Each Director shall be given at least seven clear days before the date of a meeting:
- (i) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time; and
 - (ii) a copy of the agenda for the meeting,
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
114. A meeting of the Directors shall be terminated forthwith if:
- (a) the Directors so resolve; or
 - (b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119.
115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
116. Where the Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so

determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

117. Subject to Article 119 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting.
118. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
119. The quorum for the purposes of:
- (i) appointing a Parent Director under Article 56;
 - (ii) any vote on the removal of a Director in accordance with Article 66; and
 - (iii) any vote on the removal of the chairman of the Directors in accordance with Article 90,
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters.
120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.
121. Subject to Articles 117 - 119, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
122. The proceedings of the Directors shall not be invalidated by
- (a) any vacancy among their number; or
 - (b) any defect in the election, appointment or nomination of any Director.
123. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
124. Subject to Article 125, the Directors shall ensure that a copy of:
- (a) the agenda for every meeting of the Directors;
 - (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:
- (a) a named teacher or other person employed, or proposed to be employed, at any Academy;
 - (b) a named pupil at, or candidate for admission to, any Academy; and
 - (c) any matter which, by reason of its nature, the Directors are satisfied should remain confidential.
126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:
- (a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and,
 - (b) the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.