

# **The Companies Act 2006**

**A Company Limited by Guarantee**

## **Roles and Responsibilities (Effective Governance)**

**of**

**South Cumbria  
Multi-Academy Trust**

**Company Number: 13414087**

(Adopted by way of special resolution dated 10/06/21)

# 1. Our Vision, Values and Overarching Objectives.

## Our vision:

Inspiring young people and changing lives through excellence in education

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## Our values:

### **Excellence**

in everything we do

### **Respect**

for individuals, enabling equality, diversity and inclusivity

### **Innovation**

in how we work, develop and continuously improve

### **Celebration**

of the success and achievement of our pupils and staff

### **Ambition**

for the Trust and its pupils to be the best they can

### **Support**

for pupils and staff by providing care and promoting well-being and resilience in a safe and protective environment

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## Our aim is to:

### **Inspire**

To inspire individuals through a rewarding, supportive, safe and inclusive environment

### **Succeed**

To raise individual aspirations, create opportunities and promote personal development and progression by delivering high-quality inclusive education

### **Contribute**

To contribute to the success of South Cumbria

### **Prosper**

To be financially successful through efficiency, cost-effectiveness and the delivery of sustained income

## 2. Introduction

The Board of Trustees of South Cumbria Multi-Academy Trust is required to approve a governance structure for the Trust which must be:

- Compliant with DfE requirements, and company and charity law;
- Scalable and so adaptable to growth or change within South Cumbria Multi-Academy Trust;
- Reviewed annually by the Trustees.

The governance structure complies with the Academies Financial Handbook and the Articles of Association.

All Members, Trustees and Governors must adhere to the 'Seven Nolan Principles' of public life which are:

1. **Selflessness** – holders of public office should act solely in terms of the public interest. They should not do so to gain financial or other benefits for themselves, their family or their friends.
2. **Integrity** – holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
3. **Objectivity** – in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. **Accountability** – holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. **Openness** – holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
6. **Honesty** – holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership** – holders of public office should promote and support these principles by leadership and example.

All Members, Trustees and Governors are encouraged to attend training regularly and review training needs annually. The Trust will arrange this training.

## 3. Effective Governance

### Members

- a. As a company limited by guarantee, South Cumbria Multi-Academy Trust is constituted under a Memorandum of Association and Articles of Association and has legal Members who oversee the Trust and its Trustees. The Members are responsible for (amongst other things):
- b. Approving any changes to the Articles of Association;
- c. Appointment and removal of Trustees;
- d. Securing the highest standards of accountability from Trustees for the provision of all pupils in the Multi Academy Trust (MAT)

The Trust has five Members. A Member counts towards the quorum by being present in either person,

via remote access media or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member shall constitute a quorum.

### **Trustees**

South Cumbria Multi-Academy Trust has a Board of Trustees who are legally responsible for the activities of the Trust. Trustees are responsible for:

- Delivering the charitable and educational objectives of the Trust.
- Strategically controlling the organisation and managing the charitable assets.
- Ensuring compliance with the Trust's duties under company law and charity law and agreements made with the DFE including the funding agreement.
- The determination of the educational character and mission of the Trust.
- Ensuring the solvency of the Trust and safeguarding its assets and delivering its charitable outcomes.
- Ensuring the continued charitable status of the Trust, as an exempt charity.
- Setting key strategic objectives and targets and reviewing performance against these.
- Determining the Trust development plan and reviewing all school development plans.
- The approval of all statutory policies that are common to all schools within the Trust.
- Ensuring that the year-end accounts are submitted to members.
- Entering into and monitoring all contracts on behalf of the Trust.
- The approval of annual estimates of income and expenditure for the Trust at the beginning of the academic year.
- To authorise income and expenditure and approval of budgets in line with the Scheme of Delegation.
- The appointment or dismissal of the CEO, Head Teachers (HT) and Deputy HTs of the schools and Chief Finance Officer. In the case of HTs and Deputy HTs, representatives of the Local Governing Body may be involved.
- Intervening as appropriate in any school at risk of underperformance, either financial or educational.
- Determination of the establishment, constitution, proceedings and delegated powers and functions of the Local Governing Body and committees and their annual review and revision.

The Trust has Trustees with a range of responsibilities including the CEO. The quorum for meetings of the Trustees will be three or one third (rounded up to a whole number) whichever greater, of the total number of Trustees holding office at the date of the meeting and the term of office for all Trustees will be four years. The Chief Finance Officer and the HTs of the schools of the Trust will attend as non-voting members if invited for reporting purposes by the Trustees. Other senior staff may be invited when required.

### **Committees**

The Trust will have the following committees and the membership of the committees will be reviewed and agreed by the Trustees:

1. Finance, Audit and Risk Assurance;
2. Governance and Search;
3. Remuneration.

No employee of the Trust may be a member of the above-mentioned committees except for the CEO who will be a member of the Governance and Search Committee.

The quorum for each of the committees is three and only members of the committees may vote at

committee meetings. The chair of each committee will have a casting vote.

The committees will meet as often as is necessary to fulfil their responsibilities.

The Chief Finance Officer (CFO) and other relevant senior staff should routinely attend committee meetings as appropriate to provide information and participate in discussions but should not participate as a member.

The committees may invite attendance at meetings from persons who are not members of the committee to assist or advise when appropriate.

### **Local Governing Bodies (LGBs)**

The Trustees are responsible for the performance of each school within the MAT, however, a range of responsibilities may be delegated to the LGBs which are additional committees of the Trustees. The levels of delegation will be decided by the Trustees and will be dependent upon the strength and capacity of the school. The strength and capacity of the school will be based on the most recent Ofsted grade or an internal review (quality of provision and financial) undertaken by the MAT.

Where a school is deemed to be at risk of failing its pupils/students, the Trust will exercise the right to reconstitute the LGB to ensure that the identified weaknesses can be effectively addressed. This may include the re-constitution of the LGB to an advisory body only.

The LGB will play a crucial role in both supporting and challenging the school in particular the Senior Leadership Team. The ability of an LGB to fulfil this role is a vital component in demonstrating the effective leadership of the school and Governors must know that all pupils/students at the school are making progress at least at the rate that is expected of them.

The LGB will be supported and developed by the Trust to ensure that governance is judged to be at least good by Ofsted.

The Trust is fully committed to the development of effective governance through LGBs and will provide training to assist Governors in undertaking their role. In addition, and where appropriate additional Governors will be sought to add to the expertise of the LGB.

For schools joining the MAT, discussions will be held with the existing Governing Body on the right membership, size and structure for the new LGB using the model structure in this scheme of delegation.

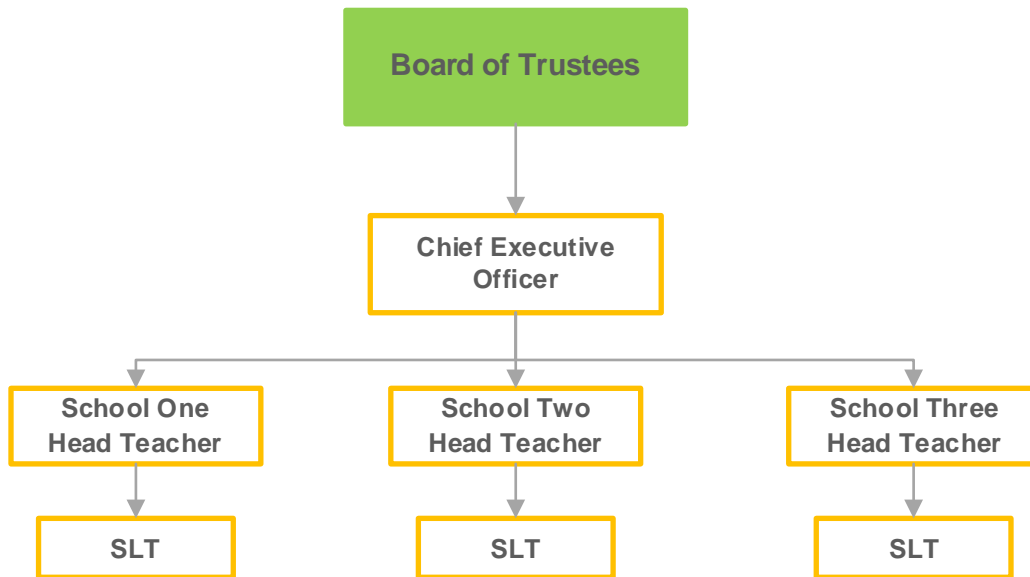
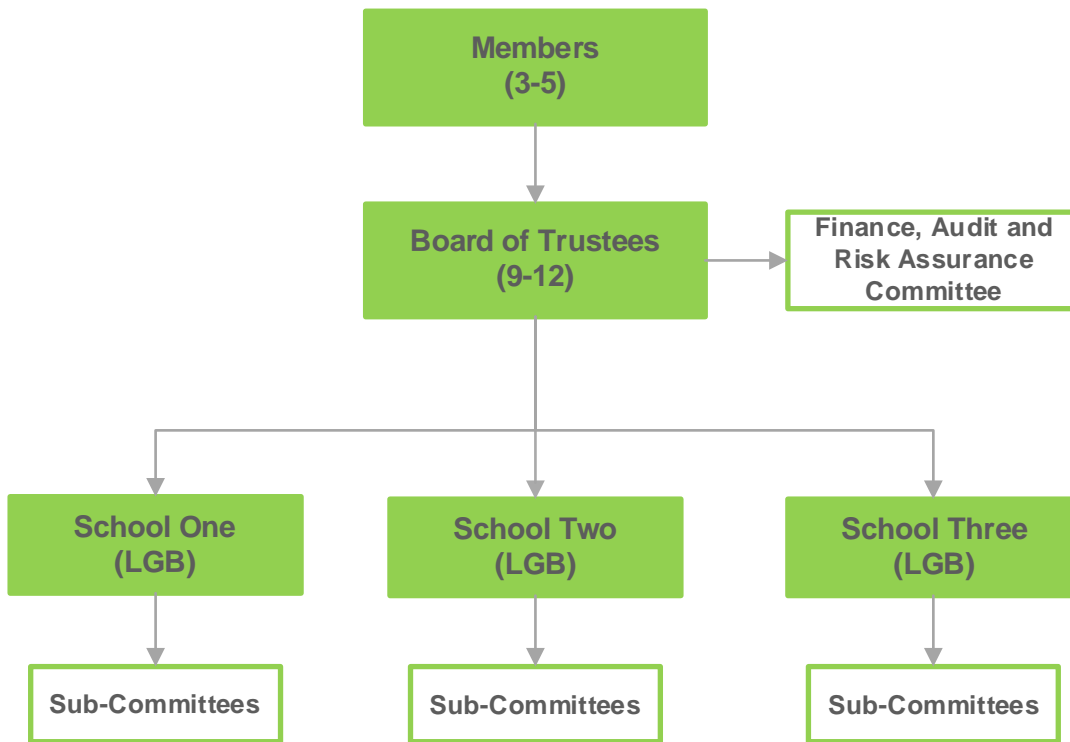
The LGB in conjunction with the Board of Trustees are responsible for:

- Always acting in accordance with the guidelines as agreed by the Board of Trustees;
- Shaping the strategic direction of the school and have a central and significant role in its leadership;
- Holding a shared vision for the school which is clear, understood and well communicated to staff, parents/carers, pupils, and students and reflects the fundamental values and objectives of the Trust;
- Having a clear understanding of the strengths and strategic priorities for the school and ensure that an appropriate plan is in place and implemented effectively;
- Engaging effectively with parents/carers, pupils, students, and staff and are well informed about their views and use this to inform strategic priorities for development planning.
- Ensuring that all applicable statutory requirements and responsibilities are met and policies

and procedures of the Trust implemented and that appropriate procedures are in place to ensure the health, safety and well-being of pupils, staff, and visitors;

- Providing high levels of professional challenge to hold senior leaders to account;
- Focusing on raising standards and promoting the personal development and well-being of all learners;
- Understanding the school's performance data and having an accurate overview of how all pupils are achieving in relation to their potential and other schools, as well as how different groups of pupils/students within the school are performing;
- Ensuring they have a good understanding of the barriers to learning, including attendance and behaviour issues and what the school is doing to overcome these.
- Ensuring that the self-evaluation form is updated annually and that the School Improvement Plan accurately reflects improvement priorities;
- Working with the Trust to effectively manage the budget to ensure value for money and referring all capital expenditure projects to the Trust as appropriate.

#### 4. Trust Governance and Senior Leadership Structure



## 5. Levels of Delegation

Delegation grid 1 – Academy Local Governing Bodies	
Key	
Column 1:	Members
Column 2:	Board of trustees of the multi academy trust
Column 3:	Trust board finance, audit and risk assurance committee
Column 4:	? Trust board curriculum and standards committee TBC if required
Column 5:	Chief Executive Officer
Column 6:	Academy Local Governing Body
Column 7:	Academy Head Teacher
Blue box	Function cannot be legally carried out at this level.
✓	Action to be undertaken at this level
✓	Action to be undertaken at this level

A Provide advice and support to those accountable for decision making

<> Direction of advice and support



## Delegation grid 1 – Academy Local Governing Body

Area	Decision	Delegation						
		Members	Trust Board	TB Finance, Audit and Risk Assurance	? TB Curriculum & Standards Committee	CEO	Academy LGB	Academy HT
Governance framework								
People	Members: Appoint/Remove	✓						
	Trustees: Appoint/Remove	✓	✓					
	Role descriptions for members	✓						
	Role descriptions for trustees/chair/ specific roles/LGB members: agree		✓			<A		
	Parent trustee/LGB: elected		✓				✓	
	Trust Board committee chairs: appoint and remove		✓	✓	✓	<A		
	LGB chairs/Vice-Chairs: appoint and remove		✓			<A	✓	
	Clerk to Trust board: appoint and remove		✓					
	Clerk to academy LGB: appoint and remove		✓					
Systems and structures	Articles of association: review and agree	✓	<A					
	Governance structure (committees) for the trust: establish and review annually		✓			<A		
	Terms of reference for trust board committees and scheme of delegation for LGBs: agree annually		✓					
	Skills audit: complete and recruit to fill gaps		✓			<A>	✓	A

## Delegation grid 1 – Academy Local Governing Body

Area	Decision	Delegation						
		Members	Trust Board	TB Finance, Audit and Risk Assurance	? TB Curriculum & Standards Committee	CEO	Academy LGB	Academy HT
Systems and structures	Annual self-review of trust board and committees: complete annually		✓					
	Annual self-review of LGBs: complete annually						✓	
	Chair's performance: carry out 360 review periodically		✓				✓	
	Trustee / LGB member contribution: review annually		✓				✓	
	Succession: plan		✓			<A>	✓	A
	Annual schedule of business for trust board: agree		✓			<A		
	Annual schedule of business for LGB: agree					A>	✓	A
Reporting								
Reporting	Publication on trust and schools' websites of all required details on governance arrangements: ensure		✓			<A	✓	A
	Annual report on performance of the trust: submit to members and publish		✓			<A		
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		✓	<A		<A		
	Annual report work of LGB: submit to trust and publish						✓	A

## Delegation grid 1 – Academy Local Governing Body

Area	Decision	Delegation						
		Members	Trust Board	TB Finance, Audit and Risk Assurance	? TB Curriculum & Standards Committee	CEO	Academy LGB	Academy HT
Being Strategic								
Being Strategic	Determine trust wide policies which reflect the trust's ethos and values (facilitating discussions with unions where appropriate) including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: approve		✓	✓	✓	<A		
	Determine school level policies which reflect the school's ethos and values to include e.g. admissions; SEND; safeguarding and child protection; curriculum; behaviour: approve		✓		A	A>	✓	A
	Central spend / top slice: agree		✓	<A		<A		
	Management of risk: establish register, review and monitor		✓	<A	<A	<A>	✓	A
	Engagement with stakeholders	✓	✓	✓	✓	✓	✓	✓
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓			<A		
	Schools vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓			A>	A	✓

## Delegation grid 1 – Academy Local Governing Body

Area	Decision	Delegation						
		Members	Trust Board	TB Finance, Audit and Risk Assurance	? TB Curriculum & Standards Committee	CEO	Academy LGB	Academy HT
Being Strategic	Chief Executive Officer: appoint and dismiss (incl. SLA arrangement)		✓					
	Academy HT and Deputy HT : appoint and dismiss		✓				<A	
	Budget plan to support delivery of trust key priorities: agree		✓	<A		<A		
	Budget plan to support delivery of school key priorities: agree		✓			✓		A
	Trust's staffing structure: agree		✓	<A	<A	<A		
	School staffing structure: agree					A>	✓	A
Holding to account								
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓	✓	<A>	✓	A
	Reporting arrangements for progress on key priorities: agree		✓	<A	<A	<A>	✓	A

## Delegation grid 1 – Academy Local Governing Body

Area	Decision	Delegation						
		Members	Trust Board	TB Finance, Audit and Risk Assurance	? TB Curriculum & Standards Committee	CEO	Academy LGB	Academy HT
	Performance management of the CEO and CFO: undertake (or part of SLA arrangement)		✓					
	Performance management of academy HT : undertake		✓			<A	A	
	Trustee monitoring: agree arrangements		✓			<A		
	LGB member monitoring: agree arrangements						✓	A
	LGB overall performance monitoring: agree arrangements		✓			<A		
Ensuring financial probity								
Ensuring financial probity	Appoint Chief Financial Officer for delivery of trusts detailed accounting processes (incl. SLA arrangement)		✓			<A		
	Trust's scheme of financial delegation: establish and review		✓	✓		<A		
	School's scheme of financial delegation: establish and review		✓	✓		<A		
	External auditors' report: receive and respond		✓	<A		<A	✓	A

## Delegation grid 1 – Academy Local Governing Body

Area	Decision	Delegation							
		Members	Trust Board	TB Finance, Audit and Risk Assurance	? TB Curriculum & Standards Committee	CEO	Academy LGB	Academy HT	
	CEO and CFO pay award: agree (or part of SLA arrangement)		✓						
	Academy HT pay award: agree		✓					A	
	Staff appraisal procedure and pay progression: review and agree		✓			✓	✓		A
	Benchmarking and trust wide value for money: ensure robustness			✓		<A			
	Benchmarking and academy value for money: ensure robustness						✓		A
	Develop trust wide procurement strategies and efficiency savings programme					✓			
	Review and approve trust wide procurement strategies and efficiency savings programme			✓					

## 6. Scheme of Financial Delegation

The centralised financial model has been developed to maximise efficiency and greater value for money through economy and effective management of resources providing complete transparency and accurate financial management throughout the trust. Central costs and professional services are managed by the Trust allowing individual schools to manage and control delegated funding to focus on key educational outcomes.

The Trust will determine financial policies, responsibilities and levels of authority which will reflect the nature/context of each school/academy within the Trust. All matters in relation to capital, insurance, investments, leases, and land will be reserved for the Trust and any specific income generation or school specific grant funding will be invested in the education of the applicable school. Financial support will be delivered through business support partners who will directly support schools with the budget setting process, management accounts including long term strategic planning ensuring local school objectives are achievable.

**Budget responsibility and setting process** - all school and consolidated group accounts must be submitted to the Trust Board for approval by 30 June each year. Indicative budgets must be submitted by April each year. All budget information is to be provided using the Trust model template and will include a three-year medium-term plan reflecting future development aims and known revenue streams. The Trust's Chief Financial Officer and finance team will support local schools during the budget setting process and will be ultimately responsible for the presentation of the consolidated group accounts to the Trust Board.

Delegated Duty	Delegated Authority	Comment
Capital Program	Trust	Proposed capital bids need to be submitted by the Head Teacher to the Chief Finance Officer. The Trust Board will have overall sign off of any proposed Capital Scheme.

Income Generation	Local Governing Body	Any income generated to be in accordance with Trust policy and applicable legislation including charity law. Any income generated belongs to each individual school for them to invest in the future learning of the students.
Insurance	Trust	Trust will use its purchasing power to ensure that all schools receive best value and value for money with their insurance, providing appropriate cover for all.
Investments	Trust	Trust currently invest any surplus cash on behalf of each school following guidance within the Academies Financial handbook.
Permanent Exclusions	HT and Local Governing Body	All schools will follow DfE guidelines for fixed term and permanent exclusion appeals.
Private Finance Initiative (PFI)	Trust	Capital projects or significant change requests relating to PFI schools must be authorised by the Chief Finance Officer.



Service Level Agreements / Contracts	LGB  Trust – CFO, Trustees	Depending on the context of each school, each school may have different SLAs/ contracts in place. It is the responsibility of the Local Governing Body to ensure value for money is maximised for new agreements below a certain threshold. The Trust may procure SLAs on behalf of all schools as part of a best value review, where appropriate.
Safeguarding	Trust	The Trust will, in respect of each school, act in accordance with, and be bound by, all relevant statutory and regulatory provisions for safeguarding. All schools will follow Trust's policy on safeguarding as standard.

## 7. Financial Levels of Authority

Delegated Duty	Value	Delegated authority	Comment
	Up to £2000	Authorised Budget Holder	If within approved budget level Orders up to £2,000 at least a single written quotation is required.
	£2001 - £10,000	Authorised Budget Holder and Chief Finance Officer (CFO)	2 written quotations are required.
	£10,001 - £50,000	HT, CFO and Budget Holder	3 written quotations are required.
	£50,001 - £99,999	CEO, HT, CFO, Budget Holder and Trust's Finance, Audit and Risk Assurance Committee	Contact the sponsor's buyer to establish the purchase process.

	£100,000 and Above	Trust Board, CEO and CFO	Contact the sponsors buyer to establish the purchase process if within approved budget level. Contracts over EU thresholds to follow compliant process under contracts regulation 2006 and subsequent legislation. Trust Board approval required for award of tenders that are not the cheapest option.
<b>Delegated Duty</b>	<b>Value</b>	<b>Delegated authority</b>	<b>Comment</b>
Authorising monthly salary payments	Unlimited	HT, CFO (or designated school finance representative)	Report to Board on any anomalies
<b>Delegated Duty</b>	<b>Value</b>	<b>Delegated authority</b>	<b>Comment</b>
Signatures for Cheques		Two signatures in accordance with the bank mandate as approved by the Trust Board.	Two Signatures
<b>Delegated Duty</b>	<b>Value</b>	<b>Delegated authority</b>	<b>Comment</b>
Signatories for grant claims and DfE returns	Unlimited	The CFO and one of the following: Chair CEO	Two signatories, or as required by DfE / ESFA
<b>Delegated Duty</b>	<b>Value</b>	<b>Delegated authority</b>	<b>Comment</b>
Disposal of assets	Up to £20,000	HT & CFO	CFO to report to Trust Board
	Over £20,000	CEO, Trust Board, CFO and DfE	DfE approval required for disposal of assets funded with more than £20,000 of DfE grant or transferred from the LA at nominal consideration
<b>Delegated Duty</b>	<b>Value</b>	<b>Delegated authority</b>	<b>Comment</b>
Write-off bad debts	Up to £1000	HT & CFO or Deputy	Report to Local Gov Body
	Over £1,000	Trust Board & CFO plus DfE approval	Report to Trust Board

Delegated Duty	Value	Delegated authority	Comment
Write-off overpayments to staff	Up to £1,000	HT & CFO or Deputy	Report to Director of HR who reports of Trust Board
	Over £1,000		Reported to Trust Board
Delegated Duty	Value	Delegated authority	Comment
Purchase or sale of freehold property	Any	Trust Board, CEO & CFO plus DfE approval required	
Granting or taking up of any leasehold or tenancy agreement exceeding 3 years	Any	Trust Board, CEO & CFO plus DfE approval required	
Any guarantees, indemnities and letters of comfort entered into	Any	Trust Board, CEO & CFO plus DfE approval required	
Ex-gratia payments	Any	Trust Board, CEO & CFO plus DfE approval required	