

Scheme of Governance Management & Delegation

Review

Approved by:	Board of Directors	Date:	January 2024
Last Review Date:	April 2023	Next Review Date:	December 2024

Responsibilities

School Senior Staff	Adhere to the responsibilities laid out in this Scheme of Delegation.
Governors	Adhere to the responsibilities laid out in this Scheme of Delegation.
Directors	Review and approve this document annually

Material Changes to Policy Since the Last Review

Section: Throughout	Branding update
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1 Introduction

- 1.1 This Scheme of Governance, Management and Delegation (**Scheme**) has been made by the Directors (**Directors**) of Equinox Learning Trust (**Academy Trust**) in exercise of the powers conferred on them by Articles 105 and 137 of the Articles of Association of the Academy Trust (**Articles**).
- 1.2 The purpose of the Scheme is to set out a framework under which the Academy Trust is governed and managed, and in particular:
 - 1.2.1 how the Directors work together effectively;
 - 1.2.2 relationship between the Directors, the Local Governing Bodies (**LGBs**) and the CEO; and
 - 1.2.3 how the Directors ensure compliance with the various legal and regulatory requirements placed on them.
- 1.3 This Scheme shall be reviewed by the Directors annually, and in the context of such a review, the Directors shall have regard to any new legislation or guidance affecting the provisions of these documents.
- 1.4 This Scheme may be altered, added to or repealed by a majority resolution of the Directors or by the Members of the Academy Trust in a general meeting.
- 1.5 A copy of this Scheme shall be made available electronically to the Members of the Academy Trust, every Director, each Local Governor, the CEO, the Head Teachers of the Academies operated by the Academy Trust, the Bursar, Clerk and the Responsible Officer (if appointed) now and in the future on appointment.

2 The Academy Trust

- 2.1 The Academy Trust is responsible for Kennet School, Whitelands Park Primary School, Francis Baily Primary School and any schools that join the Academy Trust in the future (**Academies**).
- 2.2 The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each Academy under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (**Funding Agreement**).
- 2.3 The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's (**DfE**) Academies Financial Handbook (**Handbook**).
- 2.4 There are a number of key roles involved in the running of any Multi-Academy Trust which include:
 - 2.4.1 the Members;
 - 2.4.2 the Directors;
 - 2.4.3 LGBs: each Academy has an LGB formed and appointed by the Directors and the LGB is a committee of the Directors. The members of the LGBs are called **Local Governors** and for clarity they may, but are not required to be, Directors;
 - 2.4.4 the Chief Executive Officer; and
 - 2.4.5 the Head Teachers of each Academy who have responsibility for the day to day running of that Academy.

3 Members

3.1 The role of the Members

- 3.1.1 Members are members of the Academy Trust for the purposes of company legislation.
- 3.1.2 In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights, including the right to remove Directors, the right to amend the Articles and the right to receive the annual accounts. They also have the right to appoint a proportion of the

Directors under the Articles.

- 3.1.3 The Members do not have any specific duties imposed on them. The Members are required to provide a guarantee that if the Academy Trust were to be wound up and the assets did not meet all of its liabilities, they would be asked to contribute £10.
- 3.1.4 The Members will meet at least once each year at the annual general meeting (**AGM**) and on other occasions as required.

3.2 The appointment of the Members

- 3.2.1 Members are appointed in accordance with Articles 12 to 18 of the Articles which provided the following composition of the Membership:
 - (a) the signatories to the Memorandum (Mr Andrew Smith, Professor Don Mottram and Mrs Sandra Nicholls) until such time that they resign;
 - (b) the Chair of Directors (should a Director be elected to this role who is not a member);and
 - (c) any person appointed by a special resolution (75%) of the other Members.
- 3.2.2 On appointment, all Members shall be required to complete a form consenting to be a Member (attached at 18). The Clerk shall update the register of Members as appropriate. Companies House does not need to be notified.

4 Directors

4.1 Capacity of Directors

- 4.1.1 Each Director is:
 - (a) a Director of the Academy Trust. The Directors are responsible for the governance and supervision of the Academy Trust and its committees (including LGBs) and executives (including the CEO and Head Teachers); and
 - (b) a charity Trustee with responsibility for protection of the assets of the Academy Trust.
- 4.1.2 In simple terms, the Directors manage the affairs of the Academy Trust and are responsible for its day to day running.

4.2 The appointment of Directors

- 4.2.1 The Directors shall be appointed in accordance with Articles 45 to 58 of the Articles.
- 4.2.2 On appointment, all Directors shall be required to:
 - (a) complete a Director declaration (attached at 19);
 - (b) complete an AP01 form for submission by the Clerk to Companies House (either in paper form or electronically).
- 4.2.3 The Clerk shall update the register of Directors in the statutory books.

4.3 Composition of the board of Directors

- 4.3.1 The Articles require there to be a minimum of three Directors, although the number of Directors is not subject to any maximum.
- 4.3.2 The constitution of the Board of Directors is set out in the Articles. The Board of Directors is constituted as follows:
 - (a) up to nine Directors appointed by the Members;
 - (b) the CEO (on an ex-officio basis)¹;
 - (c) any Staff Directors, appointed by the Members;
 - (d) a minimum of two Parent Directors unless there are Local Governing Bodies which include at least two Parent Governors. Parent Directors could be appointed by the Directors from the pool of individuals who have been elected to act as Parent Governors of the Local Governing Bodies; and
 - (e) Co-opted Directors (being Directors appointed by the other Directors);
- 4.3.3 The proportion of Directors who are employed by the Academy Trust should not exceed one-third of the total number of Directors.

- 4.3.4 In accordance with the Articles, the Directors shall elect a Chairman and Vice-Chairman from among their number each academic year and a Director who is an employee by the company shall not be eligible for election as Chair or Vice Chair.

4.4 Meetings of Directors

- 4.4.1 The Directors shall hold at least three meetings in every school year. Meetings will normally be held towards the end of each term and the dates published at the beginning of each academic year.
- 4.4.2 All meetings of the Directors shall be convened and conducted as provided by the Articles of the Academy Trust.
- 4.4.3 Each meeting of the Directors shall, in respect of the Academies and the Academy Trust, cover the following:
- (a) a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
 - (b) whether adequate financial monitoring of budgets and activities is being undertaken;
 - (c) progress on any action identified to improve financial arrangements;
 - (d) significant contracts proposed to be entered into;
 - (e) health and safety and key risks update including details of any significant matters affecting:
 - (i) staff
 - (ii) pupils' welfare or education; and
 - (iii) assets.
- 4.4.4 In consultation with the Chairman, the Clerk to the Board of Directors shall prepare an annual programme for the meetings of the Directors.

4.5 Accountability of Directors

- 4.5.1 The Directors are chiefly accountable to:
- (a) the beneficiaries of the Academy Trust (pupils at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
 - (b) the DfE, the Education Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
 - (c) the Secretary of State (in his role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
 - (d) the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
 - (e) other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.
 - (f) the running of the Academies and for directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles and the Funding Agreements (including the Handbook);
 - (g) ensuring sound management and administration of the Academy Trust, and ensuring managers are equipped with the relevant skills and guidance;
 - (h) financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
 - (i) setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;

¹ This means that he / she holds their office as a Director for as long as they hold the relevant post.

- (j) risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
 - (k) ensuring the Academy Trust and the Academies are conducted in compliance with the general law.
- 4.5.2 The Directors are required to:
- (a) act together and in person and not delegate responsibility of the Academy Trust to others;
 - (b) act strictly in accordance with the Academy Trust's Articles;
 - (c) act in the Academy Trust's interests only and without regard to their own private interests;
 - (d) manage the Academy Trust's affairs prudently;
 - (e) not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
 - (f) take proper professional advice on matters on which they are not themselves competent.
- 4.5.3 The Directors should also hold the CEO, the Bursar, the Head Teachers and the Local Governors accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.
- 4.5.4 The Directors shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).
- 4.5.5 The duties and responsibilities of the Directors as charity trustees are explained in further detail in *The essential trustee: what you need to know (CC3)* (Charity Commission, March 2012).
- 4.5.6 The Directors shall have regard to the Handbook, which shall be circulated to all Directors.

4.6 Delegation of powers of Directors

- 4.6.1 The Directors may delegate such of their powers or functions that they can legally delegate and which they consider would be desirable to delegate.
- 4.6.2 The Directors must not delegate any of their powers listed in 20 (**Reserved Matters**).
- 4.6.3 Delegation can be made to:
- (a) Academy Trust committees;
 - (b) the LGBs;
 - (c) the CEO;
 - (d) the Bursar;
 - (e) the central services team; and
 - (f) the Headteachers.
- 4.6.4 Every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

4.7 Risk management

- 4.7.1 The charities statement of recommended practice (SORP 2005, as revised 2008) (the statement of accounting practice with which charities must comply) and the Charities (Accounts and Reports) Regulations 2008 (SI 2008/629) require the Directors to make a statement in their annual report that confirms the major risks to which the Academy Trust is exposed (as identified by the Directors) have been reviewed and that systems have been established to mitigate those risks.
- 4.7.2 The Directors are therefore responsible for:
- (a) identifying the major risks that apply to the Academy Trust, including:
 - (i) operational risks (employment issues, health and safety, fraud, service quality

- and development, etc);
 - (ii) financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources, etc);
 - (iii) external risks (changes in government policy, economic factors, demographic changes, adverse publicity, etc); and
 - (iv) regulatory risks (compliance with legislation, changes in policies of the regulators, etc).
- (b) making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- (c) making appropriate statements regarding the management of risks in the annual report.
- 4.7.3 The Board of Directors shall ensure that the following are prepared for the approval of the Directors:
- (a) a risk management policy;
 - (b) a contingency and business continuity plan;
 - (c) a fraud policy;
 - (d) a whistleblower policy, for approval by the Directors.

Directors will agree the process and means by which risk registers will be prepared for each school in the Trust for approval by the Board of Directors , along with a procedure by which the risk registers shall be subject to regular review and made available to staff. The risk register shall have named individuals assigned to manage each area.

4.8 The management of conflicts of interest

- 4.8.1 All Directors are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:
- (a) all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
 - (b) interests of related persons such as parents, spouses, children, personal and business partners where influence could be exerted by that person over a Director or member of staff.
- 4.8.2 The Clerk shall be responsible for maintaining a register of business interests including nil returns.
- 4.8.3 Each meeting of the Directors shall include a standing agenda item for those attending to declare any changes to their declarations of interest.
- 4.8.4 No Director shall receive any payment for their work as a Director, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the Bursar.

5 Clerk

- 5.1 The Clerk is appointed and removed by the Directors.
- 5.2 The Clerk is the chief administrator with respect to the Academy Trust's administration affairs.
- 5.3 The Clerk shall not be a Director, the CEO or a Head Teacher of an Academy. However, if the Clerk fails to attend a meeting of the Directors, the Directors may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

6 Committees

- 6.1 The Directors may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Directors under terms of reference.
- 6.2 Each committee shall be chaired by a Director.

- 6.3 Membership of a committee may include persons who are not Directors provided that (with the exception of the LGBs, which are referred to in paragraph 7 below) the majority of the members of the committee are Directors and as a minimum consist of three Directors apart from Safeguarding committee which is made up of Headteachers and a governor from each school but chaired by a Director.
- 6.4 Except in the case of an LGB, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
- 6.5 The Directors shall ensure that they receive adequate feedback on the work of any committees.
- 6.6 Committees will act in an advisory capacity to the Directors, except where powers have been specifically delegated to them by the Directors. The specific committees to be appointed are as follows:
- 6.6.1 Finance & Risk Committee;
 - 6.6.2 Standards Committee;
 - 6.6.3 Staffing Committee;
 - 6.6.4 Safeguarding Committee.
- 6.7 The terms of reference of each committee of the Directors must be approved by the full Board of Directors and kept under regular review. They provide the sole agreed framework within which each committee operates.

7 Local Governing Bodies (LGBs)

- 7.1 The Funding Agreement requires the board of Directors to establish an LGB (also referred to as an advisory body) in respect of each Academy to provide advice to the Directors on the functioning of that Academy.
- 7.2 Under the terms of the Funding Agreement, membership of the LGB must include a minimum of two elected parents of a pupil at the Academy and up to two elected members of staff from the Academy.
- 7.3 The LGB is a committee of the main Board of Directors, which operates under terms of reference. These terms of reference will confirm what powers the Directors have delegated to the LGB.
- 7.4 The LGB is made up of individuals who may or may not also be Directors.
- 7.5 Each LGB shall comprise, as a minimum:
- 7.5.1 the Head Teacher of the Academy;
 - 7.5.2 two elected parents / guardians of a pupil at the Academy;
 - 7.5.3 up to two employees of the Academy (to be elected by employees of the Academy);
 - 7.5.4 such other members as the Directors decide.
- 7.6 Each LGB shall have a Chairman appointed by the Directors and a Vice-Chairman elected by the Local Governing Body.
- 7.7 The length of service of all Local Governors (including the Chairman and Vice-Chairman) shall be four years. Subject to remaining eligible to be a Local Governor, any Local Governor retiring may be reappointed or re-elected.
- 7.8 The functions and proceedings of the LGBs shall be subject to regulations (or the constitution and terms of reference) made by the Directors. The constitution and terms of reference of the LGBs are set out in a separate document which may be amended by the Directors from time to time.

8 The Chief Executive Officer (CEO)

- 8.1 The Directors may appoint a Chief Executive to provide professional leadership, strategic management and direction for the Academy Trust and its Academies.
- 8.2 The CEO is an ex-officio Director.
- 8.3 The CEO will report to the Directors and shall comply with any reasonable direction by the Board of

Directors when acting on the Academy Trust's behalf.

- 8.4 Broadly, the CEO is responsible for:
- (a) internal organisation, management and control of each of the Academies;
 - (b) advising on and implementing the Academy Trust's strategic framework; and
 - (c) the implementation of all policies approved by the Directors.
- 8.5 The CEO shall have the authority to direct the Head Teachers in relation to operational and educational standards matters, particularly with regard to improving educational standards and matters which could adversely affect the financial or reputational position of the Academy Trust.
- 8.6 The CEO will formulate aims, objectives, policies and targets for the Directors to consider, and will report to the Academy Trust on progress at each meeting.
- 8.7 The CEO is responsible for preparing a policy for the curriculum and keeping it under regular review; this will be done in consultation with the respective Head Teachers.
- 8.8 The Directors may delegate such specific powers as they consider are required by the CEO for the carrying out of the above responsibilities.

9 The Accounting Officer

- 9.1 The CEO shall have the role of Accounting Officer as set out in the Handbook.
- 9.2 The Accounting Officer is personally responsible to the Directors for ensuring:
- 9.2.1 regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
 - 9.2.2 prudent and economical administration, which is concerned with securing value for money;
 - 9.2.3 avoidance of waste and extravagance;
 - 9.2.4 efficient and effective use of available resources; and
 - 9.2.5 the day-to-day organisation, staffing and management of the Academy.
- 9.3 Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Board of Directors (or the LGB) or the Chairman is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Directors or of any other rules governing the conduct of the Directors), or would not represent prudent or economic administration, or the efficient or effective discharge of the Directors' functions.
- 9.4 The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Academy Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually.
- 9.5 The Accounting Officer may delegate or appoint others, such as the Bursar, to assist in carrying out these responsibilities.

10 Bursar

- 10.1 The Directors shall appoint a Bursar, in consultation with the CEO, who shall have the role of Principal Finance Officer as set out in the Handbook.
- 10.2 In accordance with the Handbook, the Bursar is responsible to the Directors and to the CEO for, along with a wider remit, the following responsibilities:
- 10.2.1 the day-to-day management of financial issues;
 - 10.2.2 the preparation and management of the Academy Trust's budget;
 - 10.2.3 the maintenance of effective systems of internal control;
 - 10.2.4 liaison with auditors and ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.
- 10.3 The Bursar is responsible for guiding the Directors on financial, audit and charity accounting matters, as well as dealing with the day-to-day management of the financial position of the Academies and

the maintenance of effective controls.

10.4 The Bursar shall report a minimum of 6 times through the academic year to Directors as well as monthly accounts to the CEO and Chair of the Finance Committee. The three termly Finance Committee meetings will be supplemented by at least three further meetings which will, in addition to its usual business, focus on overall risk management across the Trust including an assessment of the impact of the main risks on the finances and accounts of the Trust in order to discharge the increased scrutiny of the on-going financial viability of the Trust as required by the Academies Financial Handbook 2018.

10.5 Report to the Directors and the Finance Committee at least termly.

11 Financial Regulations Manual

11.1 The financial regulations manual (**Finance Manual**), which shall be prepared by the Bursar, shall be adopted by the Directors, normally on the recommendation of the Finance Committee.

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

11.3 The Finance Manual shall include:

11.3.1 finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;

11.3.2 appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;

11.3.3 a competitive tendering policy for larger purchases in accordance with the Handbook; and

11.3.4 a capitalisation limit for assets.

11.4 The Bursar shall be responsible for preparing a policy for the disposal of assets for approval by the Directors with a view to ensuring the best possible value is obtained from any disposal.

12 Budget Approval

12.1 The Directors shall be presented with a balanced budget for the year to 31 August for submission to the Education Funding Agency in whatever form and by whatever date required.

12.2 The Bursar shall be responsible for:

12.2.1 establishing a written procedure and timetable for setting a budget in advance of each academic year;

12.2.2 setting the annual budget (including the assumptions on which it is based) for approval by the Directors and for monitoring progress against it during the year;

12.2.3 ensuring all significant in year amendments to budgets are properly notified to the Directors for approval. The Finance Committee shall determine the appropriate thresholds and procedures for this;

12.2.4 reporting to the Directors on the accuracy of the assumptions which have been used; and

12.2.5 reporting to the Directors on the key financial performance indicators in the budget.

12.3 The Directors shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.

12.4 The Directors shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

13 The Headteachers of the Academies

- 13.1 The Directors shall appoint the Headteachers of the Academies, in consultation with the CEO.
- 13.2 The Headteachers are responsible to the CEO for:
 - 13.2.1 the internal organisation, management and control of his or her respective Academy;
 - 13.2.2 the implementation of all policies approved by the Directors that relate to his or her respective Academy; and
 - 13.2.3 the direction of the teaching and implementation of the curriculum at his or her respective Academy.
- 13.3 The Directors may delegate such additional powers and functions as they consider are required by each of the Head Teachers to enable them to carry out the above responsibilities.

14 Staff Appointments & Performance Management

- 14.1 The CEO shall be appointed by the Directors.
- 14.2 The Bursar and the Head Teachers shall be appointed by the Directors, in consultation with the CEO.
- 14.3 The senior leadership team at each Academy shall be appointed by the Directors, or by delegated authority to the LGB, in consultation with the CEO and the respective Head Teacher.
- 14.4 The teaching staff at each Academy shall be appointed by the respective Head Teacher in consultation with the CEO.
- 14.5 The support staff at the Academies shall be appointed by the respective Head Teacher in consultation with the CEO.
- 14.6 The Academy Trust is responsible for establishing a written performance management policy to govern implementation of teacher and support staff performance management following
 - 14.7 consultation with staff. Such consultation may be carried out by the CEO Teachers and the Headteachers on behalf of the Academy Trust.
 - 14.8 The Academy Trust must review the performance management policy each year.
 - 14.9 The Academy Trust must make a copy of the policy available to each Academy, any of the staff, anyone inspecting the Academies' performance management system or to an authorised external adviser.

15 Interpretation

- 15.1 Words and expressions defined in Article 1 of the Articles shall have the same meaning in this Scheme unless the context requires otherwise.
- 15.2 No provision of this Scheme may be inconsistent with or shall repeal anything contained in the Memorandum or Articles of the Academy Trust.
- 15.3 The Memorandum and Articles of the Academy Trust and any lawful amendment of them shall take precedence in the event of an inconsistency with this Scheme.
- 15.4 Any reference to a statute includes an amendment or re-enactment of that statute or regulations made under it.
- 15.5 Words in the masculine include the feminine genders and vice versa; words in the singular include the plural and vice versa; headings are for ease of reading and do not form part of the Scheme.

16 Approved Version

16.1 This Scheme of governance, management and delegation was approved and adopted by a resolution of the Directors passed at a meeting held on 12 December 2018 and takes effect from the same date.

17 Date of Next Review

17.1 This scheme shall be reviewed by the Directors annually.

18 Appendix 1 - Consent to be a member

Equinox Learning Trust (Company)

I hereby consent to being a Member of the Company.

As a Member of the Company, I hereby undertake to contribute to:

- 1 the assets of the Company in the event of it being wound up whilst I am a Member or within one year after I cease to be a Member;
- 2 payment of the debts and liabilities of the Company contracted before I cease to be a Member and of the costs, charges and expenses of winding up; and
- 3 the adjustment of the rights of the contributories among themselves, such amount as may be required;

provided that such amount does not exceed £10.

Signed

Full Name

Address

.....

.....

.....

Date of Birth

Nationality

Date

Please sign and retain the additional copy of this document with your records.

Equinox Learning Trust: a company limited by guarantee

Company Registration Number: 07543874

Registered Office: Equinox Learning Trust, Stoney Lane, Thatcham, Berkshire, RG19 4LL

19 Appendix 2 - Director declaration

Equinox Learning Trust (Company)

I confirm that I am willing to act as a Director and a Trustee of the Company (**Director**). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Company, including, but not limited to, the requirement that I am not disqualified from acting as a charity Trustee or Director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed

Full Name

Address

.....

.....

.....

Date of Birth

Nationality

Date

Please sign and retain the additional copy of this document with your records.

Equinox Learning Trust: a company limited by guarantee
Company Registration Number: 07543874
Registered Office: Equinox Learning Trust, Stoney Lane, Thatcham, Berkshire, RG19 4LL

Extract from section 178 of the Charities Act 2011**178 Persons disqualified from being charity trustees or trustees of a charity**

(1) A person ("P") is disqualified from being a charity trustee or trustee for a charity in the following cases—

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- a) P has not been discharged, or
- b) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity trustee or trustee for a charity by an order made—

- a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
 - b) by the High Court,
- on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to—

- a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

20 Appendix 3 - Reserved Matters

The Reserved Matters are:

- 1 to change the name of the Academies or the Academy Trust;
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent in any event);
- 3 to determine the educational character, mission or ethos of the Academies;
- 4 to change the structure of the Board of Directors or the constitution and terms of reference of any committee of the Board of Directors;
- 5 to alter or amend the Articles or this Scheme;
- 6 to pass a resolution to wind up an Academy or the Academy Trust;
- 7 to establish a trading company;
- 8 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest;
- 9 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 10 to appoint auditors and investment advisers;
- 11 to sign off the annual accounts;
- 12 to appoint or dismiss the CEO, the Head Teachers, the Bursar, the Clerk (or Company Secretary if appointed);
- 13 to settle the division of executive responsibilities between the Directors on the one hand and CEO, the Head Teachers and the Bursar on the other hand, and to settle the division of executive responsibilities between those individuals;
- 14 to do any other act which the Funding Agreement expressly reserves to the Board of Directors or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof);
- 15 to do any other act which the Articles expressly reserve to the Board of Directors or to another body;
or
- 16 to do any other act which the Board of Directors determine to be a Reserved Matter from time to time.

21 Appendix 4 - Model of Governance

	School Leader (Delivers on school performance and operations)	Local Governing Body (Monitors and challenges academies)	Executive Team (Approves key items and supports academies)	Directors (Ultimately accountable and approves all statutory policies and finance)
School improvement	<ul style="list-style-type: none"> Develops and implements school strategy, culture, and ethos in line with overall Trust mission. Develops and then proposes school priorities and school improvement plan (SIP), including suggesting targets. Initiates school expansion strategy. Delivers as per SIP and targets. Develops and proposes curriculum model. Leads assessment processes. Improves teaching quality through performance management, CPD, etc. Commissions Trust SIP support. 	<ul style="list-style-type: none"> Supports and challenges and then agrees the development of the SIP, SEF and growth strategy. Supports school leaders to develop and implement local school culture and ethos. Supports and challenges, and then agrees, the school's curriculum model. Monitors school performance against SIP and targets by reviewing and challenging school leaders' updates and data analysis. LGB will also receive Trust Review reports and KPIs. 	<ul style="list-style-type: none"> Approves: school culture and ethos, school targets, SIP and school priorities, curriculum model and behaviour policy. Develops and approves school expansion strategy – can also initiate school expansion strategy. Deploys support to academies, including implementing SIP; improving teaching quality; managing assessment processes; analysing school data. Monitors school performance. 	<ul style="list-style-type: none"> Ensures clarity of vision and ethos and sets the strategic direction of the Trust. Holds Executive to account on school improvement and all operational areas. Holds Governors to account for quality and adherence to the programme of work and standards within the school.
Headteacher recruitment, performance management, development, and appraisal		<p>LGB Chair:</p> <ul style="list-style-type: none"> Engages in Headteacher recruitment. Engages in appraisals with CEO. Engages in Headteacher performance related pay through appraisal process. Acts as a sounding board to the headteacher on a regular basis. 	<p>Conducts Headteacher recruitment:</p> <ul style="list-style-type: none"> conducts appraisals with engagement from LGB Chair. makes pay recommendations to the staffing committee. 	<ul style="list-style-type: none"> Staffing committee approves salary scales and pay review decision of CEO. Responsible for Headteacher appointment. Responsible for CEO and Headteacher appraisals

Finance and procurement	<ul style="list-style-type: none"> • Delivers budget and financial targets for school and, where appropriate, individual resource units. • Works with Finance department to provide commentary on monthly management accounts, prepare and propose budget and 3 year-forecasting. • Implements effective school procurement requirements. • Manages delivery of IT SLA locally. • Provides feedback to Executive on performance of central services. 	<ul style="list-style-type: none"> • Supports and challenges on development of the budget in monthly management meetings, championing school improvement priorities. • Finance Governor reports back to the LGB who will escalate concerns to the CEO where finances are not being spent in line with school priorities. • Accountable for Pupil Premium, catch-up, sports premium (primary only), and SEND expenditure. 	<ul style="list-style-type: none"> • Sets financial policies. • Recommends to Trust's Board: <ul style="list-style-type: none"> - School budgets and forecasts - Use of reserves - Central recharge • Recommends school finance targets to F&R committee. • Supports Headteachers with school finances. Responsible for MAT overall finances. • Finds, implements, and manages Trust-wide procurement opportunities and contracts. • Supports exploration of audit tendering. • Acts in response to all audit requests. • CEO enacts full responsibility as accounting officer for the Trust. 	<ul style="list-style-type: none"> • Accountable for ensuring financial compliance and sustainability. • Appoints F&R committee, who take responsibility for audit activities. • Approves use of reserves and school sharing process (inter-school loans or pooling of resources). • Approves: <ul style="list-style-type: none"> - Trust budget and central recharge - Financial targets for schools and Executives - Use of capital endowments - Running school deficit - Financial statements
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HR / Recruitment	<ul style="list-style-type: none"> Ensures HR policies and SOPs are implemented including performance management and pay reviews, allegations and conduct management and recruitment (unless for Headteacher, then Executive conduct/Directors). Develops and presents staff restructure proposals. Liaises with local union reps. Develops and retains great staff in schools. Develops and delivers plans to enhance staff welfare and mental resilience. Has the power to dismiss, in line with the Trust policies and having consulted the Executive. 	<ul style="list-style-type: none"> Scrutinises significant staff restructures. Monitors implementation of key HR policies, esp. pay and performance. Responsible for additional HR activities including: <ul style="list-style-type: none"> Chair leads on complaints against Headteacher, supported by CEO. Supplies representation for hearings and tribunals. Recruitment to position of responsibility by being part of recruitment panels. Supports with staff wellbeing including visits to new staff members. 	<ul style="list-style-type: none"> Sets HR and recruitment policies. Approves significant staff restructures – built into restructure timetable. Conducts recruitment for all Headteacher posts. Supports schools with ongoing HR guidance. Responsible for additional HR activities including: <ul style="list-style-type: none"> Supplying representation for hearings. Conducting staff consultations as required. Liaising with national level unions when required. Recruits Trust central team including operational staff. Recommends Trust pay scales. Scrutinises inclusion regarding protected characteristics including but not limited to gender pay gap, equality, diversity. 	<ul style="list-style-type: none"> Accountable for all HR compliance. Approves all statutory policies. Approves recruitment of Headteachers. Conducts recruitment of a CEO and the wider Executive team approved by members. Chair leads on complaints against CEO (supported by HR consultant). Staffing committee: <ul style="list-style-type: none"> Sets pay policy. Makes decisions on leadership scales and performance related pay. Data analysis of staffing trends. Protects and promotes wellbeing of staff.
Compliance in Safeguarding, H&S and other requirements	<ul style="list-style-type: none"> Ensures compliance with statutory obligations and mandatory Trust policies, including H&S, safeguarding, SEND, admissions and exclusions. Provides information for FIO requests. Supports SAR requests. Responds to all school level complaints. Reviews accident logs to spot 	<ul style="list-style-type: none"> Monitors school implementation of statutory compliance and risk management. Leads on non-safeguarding complaints against Headteacher. Appoints link governor for safeguarding and SEND (mandatory). Attends admission appeals 	<ul style="list-style-type: none"> Drafts statutory and Trust policies. Leads on safeguarding issues against the Headteacher. Supports schools as needed, e.g. admissions, safeguarding, H&S, etc. Responsible for additional activities, including: <ul style="list-style-type: none"> Coordinates response to FOI requests across the Trust 	<ul style="list-style-type: none"> Accountable for all compliance. Approves all statutory policies. Approves all Trust relevant, non-statutory policies proposed by Executive.

	trends and manage risks, seeking advice and support from Estates Manager.	<p>hearings on behalf of the school.</p> <ul style="list-style-type: none"> Review proposed trip plans, considering fair access for all and to ensure the safety planning is being carried out in line with the policy. 		
Comms and Community	<ul style="list-style-type: none"> Delivers on school communications strategy and visual identity (agreed branding and website structure etc). Manages parent, community, local stakeholder and school media engagement. Responds to comms from the Local Authority Education Team directly but consults with CEO if required. Identifies and refers any reputational risk to the CEO. 	<ul style="list-style-type: none"> Supports family communications and communication engagement. Attends events to support the school (shared across the year) and helps to review the success of public engagement activities. Carries out a yearly stakeholder survey in line with the school improvement priorities and wider consultation as required. Provides feedback on the effectiveness of communication from stakeholders' viewpoint. 	<ul style="list-style-type: none"> Develops comms toolkit and guidance. Manages crisis communications and reputational risk. Supports Headteachers with communications as needed. Leads on marketing for the Trust and develops brand guidance both globally and for schools individually. 	<ul style="list-style-type: none"> Approves any changes to the overall Trust brand. Captures and feeds back community news and response to the CEO regarding communications and marketing.

<p>Capital Projects</p>	<ul style="list-style-type: none"> Leads proposal development for site strategy, supporting the Estates Manager in agreeing the overarching plan for the school. When big development projects are underway, meet with Estates Manager weekly for updates to inform community management. Manage the local community accordingly during times of site disruption. Line manage and engage with the site caretaker to ensure all needs are met and buildings are fit for purpose. 	<ul style="list-style-type: none"> Supports and challenges the development of school building / refurbishment proposals. Monitors school building projects with a view to escalate concerns when they pose a risk to the effective running of the school or to the delivery of the SIP priorities. 	<ul style="list-style-type: none"> Approves significant building projects and smaller refurbishments if over £25K or if school is, or will be in deficit (in year or over time). Supports significant building project delivery. Communicates with funding providers, completing compliance returns and managing local planning requirements. Engages in project delivery for procurement if subject to OJEC procurement law and CDM. Updates strategic estate plan with building projects and ongoing review and need identification within the estate. Project manages building development. 	<ul style="list-style-type: none"> Accountable for all compliance and completion with building projects. Engages in tendering and procurement process for significant projects if required at the request of the Estates Manager. Grants initial approval of all building projects.
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22 Appendix 5 - Compliance delegations

Health and Safety	<ul style="list-style-type: none"> Responsible for local implementation of policies including development of school procedures and internal reporting on statutory requirements. 	<ul style="list-style-type: none"> Ensures the school complies with H&S policies as well as challenging school leaders to ensure best practice is followed and safety is prioritised. 	<ul style="list-style-type: none"> Drafts Trust H&S policies. Monitors school H&S by carrying out internal checks, quality assurance and external audits. Supports implementation, as needed. 	<ul style="list-style-type: none"> Accountable for ensuring a safe and healthy environment for staff, students, and other persons on Trust premises. Approves H&S suite of policies.
Safeguarding	<ul style="list-style-type: none"> Tailors Trust policy to their school. Appoints Designated Safeguarding Lead and the wider SG team ensuring coverage at all times. Manages all safeguarding complaints (unless against the Headteacher) consulting with the CEO. Reports to the LGB and Trust safeguarding committees. Ensures reporting effective use of the SG systems. 	<ul style="list-style-type: none"> Signs off school safeguarding policy. Monitors implementation of safeguarding through reports from DSL to safeguarding committee and through visits to school and involvement in SG audits. Completes full SG training. 	<ul style="list-style-type: none"> Drafts Trust SG policy. Responsible for dealing with any complaint against Headteacher. Consulted in responding to any complaint against a staff member. Supports schools to assess the need for referrals to children services and/or the LADO and police. 	<ul style="list-style-type: none"> Accountable for all legal responsibilities. Approves Trust safeguarding policy.
SEND	<ul style="list-style-type: none"> Sets school specific SEND policy and yearly reporting. Appoints qualified or provides training for SENCo. Responsible for implementation in line with all relevant statutory requirements. 	<ul style="list-style-type: none"> Monitors and challenges implementation of SEND policy and performance of SEND students. 	<ul style="list-style-type: none"> Supports the development of SEND policies locally. Engages in the review of SEND policy. Supports schools and monitors implementation. 	<ul style="list-style-type: none"> Accountable for all legal responsibilities. Approves school SEND policies.

Equalities & Disabilities	<ul style="list-style-type: none"> Responsible for ensuring compliance with all aspects of the equalities and disability legislation. 	<ul style="list-style-type: none"> Ensures the school is fully inclusive for all pupils in curriculum, enrichment opportunities, trips and participation programmes. Monitors the academic performance of sub-groups via the data dashboard and pupil performance reporting to identify any gaps in performance and hold school leaders to account. 	<ul style="list-style-type: none"> Scrutinises stage 2 complaints and protected characteristics. Proposes employee equalities objectives to Staffing Committee. 	<ul style="list-style-type: none"> Approves employee equalities objectives.
Admissions	<ul style="list-style-type: none"> Participates and negotiates with the LA over local fair access protocol including in-year placement, fresh starts and managed moves. Implements and upholds the school's admissions policy. Informs LGB regarding pupil numbers and appeals updates. 	<ul style="list-style-type: none"> Supports school admission policy by attending appeals panels when required. Monitors fair access in line with the policy. Monitor pupil numbers in every year group. 	<ul style="list-style-type: none"> Drafts mandatory admission policy and responsible for its implementation. Reviews admission appeals submissions where required to support Headteachers. Sets guiding principles for fair access / in-year protocols and provides expertise. 	<ul style="list-style-type: none"> Accountable for all legal responsibilities. Approves school admissions policies.

Exclusions	<ul style="list-style-type: none"> Responsible for issuing an exclusion, informing all relevant parties and managing any appeal process. 	<ul style="list-style-type: none"> Informed of all suspensions and permanent exclusions (PEX) in line with the statutory requirements. Monitors FTE frequency and trends, holds school leaders to account for their decisions. Holds GDM meetings to review suspension and PEX decisions. 	<ul style="list-style-type: none"> Drafts central exclusions policy and manages review process to involve all Headteachers. Provides support to help manage exclusions appeals process. 	<ul style="list-style-type: none"> Accountable for all legal responsibilities. Approves behaviour policy which includes suspensions and permanent exclusions.
FOI requests	<ul style="list-style-type: none"> Provides information needed to respond to FOI requests. 	<ul style="list-style-type: none"> Engages as required to respond accurately to requests. 	<ul style="list-style-type: none"> Responds to all FOI requests. 	<ul style="list-style-type: none"> Accountable for ensuring Trust fulfils FOI / data protection statutory obligations.
Finance	<ul style="list-style-type: none"> Accountable for financial probity and best value in school budget management and expenditure. 	<ul style="list-style-type: none"> Governors are responsible for monitoring that business interests are declared by all on the LGB. 	<ul style="list-style-type: none"> Responsible for Trust-wide financial regularity, propriety and compliance. Prepares EFA returns and annual reporting. 	<ul style="list-style-type: none"> Accountable for Trust-wide financial regularity, propriety and compliance. Responsible for Scheme of Delegation. Acts on the advice of its Finance and Risk Committee. Agrees and arranges audit in line with the embedded management process.

Key

F&R Committee – Finance and Risk SOP – Standard Operating Procedures
SIP – School Improvement Plan

SG – Safeguarding

DSL – Designated Safeguarding Lead

OJEC - Official Journal of the European Union (This is the publication in which all tenders from the public sector which are valued above a certain financial threshold according to EU legislation, must be published.)
CDM - Construction (Design and Management) Regulations. (a set of Regulations that apply to all construction projects of any type, including domestic, any duration and any size.)

FOI – Freedom of Information

23 Appendix 6 - Staffing delegations

Key: A Approve

R Recommend C Consulted Q Quality Assure Process

	Members	Directors	Executive & Central Team	LGB	Head-teachers
Agree and review Articles of association	A	R	C		
Appoint / remove Members	A				
Appoint / remove Directors	A	R			
Appoint / remove Chair of Directors (CoD)		A	C		
Appoint / remove LGB Chair (CoG)					
Appoint / remove LGB Chair of Members (CoM)		A	R		C
Appoint / remove Clerk to LGB		A	R		
Appoint / remove Clerk to Directors		A	C		
Role titles for Directors, Committees, Chairs, LGB		A	C		
Appoint / remove CEO		A			
Appoint / remove Central Service Leaders		A	R		
Appoint / remove Headteachers		A	R		C
Appoint / remove School SLT			C	C	A
Appoint / remove Staff			C		A
Annual Pay Policy		A	R		
CEO appraisal and pay award		A			
Central team appraisal and pay awards		A	R		
Headteacher appraisal and pay awards		A	R	C	
SLT pay appraisal and pay awards			C	Q	R
Staff pay appraisal and pay awards				Q	R

24 Appendix 7 - Financial Delegations – authorisation levels

Delegated Duty – Normal Course of Business	Value	Delegated Authority for Spend
Ordering goods and services (raising requisitions)	Up to £50	HoH / DHoH support to pupils except uniform which is to an agreed list of items
	Up to £5,000 other than above	Headteacher or their Deputy in School
	£5,001 to £50,000	CEO and CFO
	Up to £100,000.000	CEO and CFO with Director approval
Signatories for BACS payment authorisations and any other external bank transfers.	Up to Daily BACS Limit	Any 2 from CEO, Bursar, Assistant Bursar, HT and DHTs @ Kennet.
	Up to £10,000 HSBC Priority Payment (same day)	Any 2 from CEO, Bursar, Assistant Bursar, HT and DHTs @ Kennet.
	Authority to accept other than lowest quotation or tender	Approval from the delegated authority at the next level up
Authority to accept other than lower quotation / tender due to nature/item/time etc.	Up to £5,000 other than above	Headteacher or their Deputy in School
	£5,001 to £50,000	CEO
	Above £50,000	Directors' Finance Committee
Signatories for DfE grant claims and DfE returns	Any	Two signatories (or as required by DfE) from: Headteacher, Bursar, CEO, Chair of Directors
Disposal of assets (excluding land and buildings: DfE approval needed)	Up to £999	Trust Estates / Site manager / IT Manager
Raising invoices to collect income	Any	Finance Team
	Over £100,000	As above plus CEO
Payroll	BACS Run	Finance team
	Honoraria £0-£1000	Headteacher or Deputy in School
	Honoraria £1001-£5,000	As above plus CEO
	Honoraria £5001 - £49,990	As above plus Trust Board
	£50,000 and over	As above plus ESFA

The following transactions are deemed to be outside the normal course of business i.e. novel, contentious and repercussive transactions and are covered specifically by The Academy Trust Handbook (Part 5) with specific requirements and guidance to be referred to and followed: special payments (severance, compensation, and ex gratia), write-offs and entering into liabilities (guarantees or comfort letters), acquisition and disposal fixed assets and leasing.