



CAVENDISH LEARNING TRUST – SCHEME OF DELEGATION

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1. Principles

1.1 Cavendish Learning Trust (CLT) is a company limited by guarantee, an exempt charity and a public body.

1.2 CLT Board of Trustees have overriding responsibility as they hold the contract funding agreement for operating the Academy and legal responsibility for all schools that sit within the Trust.

1.3 CLT Boards intention is to provide a framework via the Scheme of Delegation within which the Chief Executive Officer (CEO), Head Teachers, staff and Academy Improvement Boards can make decisions to meet the needs of pupils and where appropriate, the wider community.

2. Vision Statement

2.1 We are a family of schools working together focused on supporting the needs of our individual communities, providing excellent education to maximise all children and young adults life choices.

2.2 Core Values

- Teaching and Learning - Providing a range of innovative, engaging and challenging learning experiences.
- Professional Learning - Provide professional learning for all staff at every stage of their career.
- Student and Staff Well-Being - Ensure every child, young adult and staff develops knowledge and skills to be independent and resilient individuals.
- Ethical Leadership - Embed the seven “Principles of Public Life”
- Collaboration - Develop a culture which is founded on collaboration and mutual support to continually improve for the benefit of the community.

3. CLT Members

3.1 The Trust, as a charitable company limited by guarantee, has members who have a similar role to the stakeholders of a company limited by shares. They:

- may amend the articles of association subject to any restrictions in the articles, the funding agreement or charity law.
- may, in certain circumstances, appoint new members or remove existing members
- have powers to appoint and remove trustees in certain circumstances
- may by special resolution, issue direction to the trustees to take a specific action

- appoint the Trust's auditors and receive the Trust's audited annual accounts (subject to the Companies Act)
- have the powers to change the name of the company and, ultimately, wind up the academy trust

3.2 The Academies Financial Handbook recommends that a majority of members should be independent of the Board of Trustees, to ensure a significant degree of separation between the two layers to ensure that members, independent of Trustees, provide oversight and challenge. CLT currently has one trustee who sits on both Members and Trust boards and that is Phil Brown.

3.3 CLT Members currently are:

- Ian Else (Chair)
- Pete Bamford
- Phil Brown
- Tony Stacey
- Barbara Walsh
- Maggie Riley

4. CLT Board of Trustees

4.1 The CLT Board of Trustees is the legal governing body of the Multi Academy Trust (MAT).

4.2 The Board of Trustees (Board) sets out CLT strategy and operational policy in key areas, which are then applied within and across all CLT academies through the organisational framework and schemes of delegation to local governance arrangements.

4.3 The Board of Trustees acts collectively, they do not have individual executive authority. Each academy and school in the group is ultimately governed by the Trust Board.

4.4 The chair is responsible for ensuring the effective functioning of the Board and setting professional standards of governance.

4.5 Trustees hold statutory duties as a company director to exercise care, skill and diligence and avoid conflicts of interest. They are also required to act within the seven principles of public life known as the "Nolan Principles".

4.6 The current Trustees on the CLT Board of Trustees are:

- Karen Robinson - Chair
- Dawn Walton - Vice Chair
- Nigel Sternberg
- Phil Brown
- Mark Sheikh
- Maureen Hemingway

4.7 The Board of CLT is required to meet at least three times a year. Since April 2020 the CLT Board has decided to meet more frequently given the Covid 19 pandemic and agreed the temporary suspension of the Academy Improvement Boards.

4.8 The CEO and members of the central team are invited to attend Board meetings at the request of the Trustees.

4.9 The Clerk to CLT Academies Trust is Lynn McGee.

4.10 To fulfil its responsibilities set out in the Articles of Association, the Board of Trustees will establish and maintain a robust and sustainable financial strategy and an appropriate internal control framework.

Under the Articles of Association (Articles 93 – 131) Directors (Trustees) have the following powers and responsibilities:

- To manage the business of the Trust
- To expend the funds of the Trust in such a manner as they shall consider most beneficial for the achievement of the objects
- To invest in the name of the Trust such part of the funds as they may see fit
- To enter into contracts on behalf of the Trust
- In exercising these powers and functions, the Directors may consider any advice given by the CEO
- Any bank account shall be operated by the Directors in the name of the company and cheques or equivalent electronic payments shall be signed by at least two signatories authorised by the Directors
- The Directors may appoint separate committees for each Academy and should determine constitution, membership, proceedings and terms of reference
- Directors may delegate to any Director, Committee, CEO or any other executive officer, such of their powers or functions as they consider desirable. Delegations may be subject to conditions and may be revoked or altered. Any exercise of this power is to be reported to the next Directors meeting
- To appoint the CEO. Directors have delegated such powers and functions as required to the CEO for the internal organisation, management and control of the Academies
- To comply with obligations under the Companies Act and Charities Act with regard to the preparation and filing of the annual report, accounts and confirmation statement/annual return

4.11 Chairs Urgent Action

- Trustees have agreed to delegate decision making to the Chair of the Trust Board as Chairs Urgent action where an urgent decision is to be made that cannot wait for a Trustee meeting to be convened. e.g School closure and or commercial agreements.
Where such decisions are made these will be undertaken in conjunction with the CEO, and documented and reported at the next Trustee Board meeting.

4.12 Sub-committees of the Board

- The Trust must establish a Committee, supported by the Board of Trustees, to provide assurance to the Board over the suitability of, and compliance with its

financial systems and operational controls, and to ensure that risks are being adequately identified and managed.

- The Board must ensure there is an appropriate, reasonable and timely response by the trust to any findings by auditors, taking opportunities to strengthen the trust's systems of financial management and control
- CLT Board has established a Finance & Audit Committee made up of Trustees. The Finance & Audit Committee meets at least three times a year and is chaired by Dawn Walton (Trustee)
- CLT Board has established a sub-committee for Health & Safety and this is chaired by Phil Brown (Trustee)
- The Board member for safeguarding and SEND is Dawn Walton. (Vice Chair/Trustee)

5. Academy Improvement Boards

Following the consultation process it has been agreed that Cavendish Learning Trust will comprise of 2 Academy Improvement Boards, one for the secondary school and the other for the 3 primary schools within the Trust.

- Meetings will take place at least 3 times a year. (One each term)
- Dates will be laid out in the Trust Governance Calendar.
- The term of office for all associates will be 4 years (but can be extended for a further term)

5.1 Membership – Roles and Responsibilities

5.1 The composition of the Local AIBs will be determined as below:

- The local AIBs will be organised to reflect the current requirements of the schools therein.
- The Primary AIB will be responsible for all 3 primaries within the Trust.
- The AIBs will focus on the performance of the schools within its own remit.
- The AIBs of all the schools in the Trust will be represented by the Chairs AIB Group (Chairs or vice chairs of AIB) which will meet with the Chair of the CLT Trust Board regularly.
- AIBs will have a designated Trustee linked to Safeguarding, Education and Curriculum.
- AIBs will be responsible for areas within the individual schools as below:
 - Education and School Performance
 - Behaviour and Attendance
 - Safeguarding, SEND, LAC
 - Pupil Premium and Sports Premium Grants
 - Community Engagement

5.2 Membership – Academy Improvement Boards

5.2(i) Each AIB have a minimum of 3 members (to be quorate) and a maximum of 15 members (Primary) and 11 members (Secondary).

5.2 (ii) The membership of each AIB shall be as follows (unless the Board resolve otherwise):

Primary AIB

- Head of Academy/Exec Lead
- Heads of all primary Academies
- 3 parent representatives – one for each school
- 3 Staff representatives – one for each school
- 3 Co-opted members

Secondary AIB:

- Head of Academy
- 3 Parent representatives
- 2 Staff representatives
- 1 Endowment representative
- 3 Co- opted members
- Representative from the Duke of Devonshire

5.3 The current AIB Associates are set out in the register of members maintained by the Trust, links to which can be accessed directly from the Trust's website.

5.4 The local AIBs shall:

- a) Make all necessary arrangements for, and determine all other matters relating to, an election of parent AIB Associates, including any question of whether a person is a parent of a registered pupil at an academy. Any election of a parent member which is contested shall be held by secret ballot;
- b) Make all necessary arrangements for, and determine all matters relating to, the election of staff AIB associates.

5.4(i) The term of office for any AIB member shall be four years, (this time limit shall not apply to the headteachers). Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election.

6. Chairs of Academy Improvement Boards

- The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee, (Academy Improvement Board)
- At the first meeting of each academic year the AIB will elect associates to act as Chair and Vice-Chair. The AIB will elect a temporary replacement from among the associates present at any meeting where the Chair is absent.
- The AIB Associates will elect a temporary replacement from among the members present at the meeting in the absence of the Chair and Vice-Chair.

7. Proceedings of Academy Improvement Board meetings

- The AIBs will meet as often as is necessary to fulfil their responsibilities but must be at least three times a year.
- Any two Associates can request that the Chair convene a meeting by giving no less than 14 days prior notice
- The quorum for the transaction of the business of the AIB shall be **Three Associates** provided that no more than one third of those present are employees of the academy.
- The relevant headteacher shall ensure that a clerk is provided to take minutes at all AIB meetings.
- Each Associate present in person shall be entitled to one vote and where there is an equal division of votes the Chair shall have the casting vote.