



Woodbrook Vale School

## Scheme of Delegation

Date first approved and adopted by Trustees:

8 September 2022

**Review Date: Annually**

**Next Review September 2024**

**By order of the Trust, we approve the Woodbrook Vale School's Scheme of Delegation**

Headteacher's Signature:  ..... Date: 7 September 2023

Print name: Rachael Fraser

Chair of Trustee's Signature:  ..... Date: 7 September 2023

Print name: Gavin Brown

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## **General information - Delegation**

Under the Articles of Association of Woodbrook Vale School, the trustees may delegate to any trustee, committee, the Headteacher or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the trustees may impose and may be revoked or altered.

Where any power or function of the trustees has been exercised by any committee, that person or committee shall report to the trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the trustees immediately following the taking of the action or the making of the decision.

The trustees may establish any committee to exercise powers and functions of the trustees. The constitution, membership and proceedings of any committee of the trustees shall be determined by the trustees. The establishment, terms of reference, constitution and membership of any committee of the trustees shall be reviewed at least once in every twelve months. The membership of any committee of the trustees may include persons who are not trustees, provided that a majority of members of any such committee shall be trustees. No vote on any matter shall be taken at a meeting of a committee of the trustees unless the meeting is quorate.

The Governing Board is responsible for ensuring that high standards of corporate governance are maintained.

The Governing Board has three core functions:

- 1. Ensuring clarity of vision, ethos and strategic direction;**
- 2. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff; and**
- 3. Overseeing the financial performance of the school and making sure its money is well spent.**

In this context it should exercise its powers and functions with a view to fulfilling a largely strategic leadership role in the running of the Academy, addressing such matters as:

- policy development and strategic planning, including target-setting to keep up momentum on school improvement;
- ensuring sound management and administration of the Academy, and ensuring that managers are equipped with relevant skills and guidance;
- ensuring compliance with legal requirements;
- establishing and maintaining a transparent system of prudent and effective internal controls.
- management of the Academy's financial, human and other resources;
- monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- helping the Academy be responsive to the needs of parents and the community and making it more accountable through consultation and reporting;
- setting the Academy's standards of conduct and values;
- assessing and managing risk.

## **General Information - Scheme of Delegation**

The Governing Board should agree a formal schedule of matters reserved for their decision, i.e. those which should not be delegated within the Academy. These are listed below. Beyond this, the Governing Board should consider establishing separate committees to deal with specific areas of Academy business and should determine the delegated responsibilities to be assigned to those committees, to ensure that matters can be dealt with in appropriate detail and with sufficient frequency. However, as a minimum, it is a requirement that all academies establish a finance committee separate from the Governing Board to deal with financial matters.

Where the Governing Board decides to delegate certain matters for consideration by committees, each committee should be chaired by a trustee. The membership of the committee may include persons who are not trustees provided that a majority of the members are trustees. The Governing Board should ensure that it receives adequate feedback on the work of those committees and is able to consider their decisions formally. The establishment of committees does not absolve the Governing Board of its overall responsibility to manage the finances of the Academy.

## **Woodbrook Vale School - Structure, Governance and Management**

### **Constitution**

The Academy Trust is a company limited by guarantee (registration number 7671486) and an exempt charity. The charitable company's memorandum and Articles of Association are the primary governing documents of the Academy Trust. (A full copy can be found on the school website under "Funding and accounts")

The Trustees for the charitable activities of Woodbrook Vale School are also the directors of the Charitable Company for the purposes of company law. The Charitable Company is known as Woodbrook Vale School.

### **Members' Liability**

Each Member of the Charitable Company undertakes to contribute to the assets of the Charitable Company in the event of it being wound up while they are a Member, or within one period after they cease to be a Member, such amount as may be required, not exceeding £10, for the debts and liabilities contracted before they ceased to be a Member.

### **Trustees Indemnities**

Trustees may benefit from any indemnity insurance purchased at the Academy Trust's expense to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust. Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees, in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as directors of the Academy Trust.

### **Method of Recruitment and Appointment or Election of Trustees**

The trustees shall not be less than three but (unless otherwise determined by original resolution) shall not be subject to any maximum.

Subject to Articles 48-49 and 58 the Academy Trust shall have the following composition:

- a) Up to eight Trustees appointed by Members under Article 50.
- b) A minimum of two Parent Trustees appointed under Articles 53-56B
- c) The Headteacher
- d) Additional/further Co-opted Trustees appointed under Article 58

Woodbrook Vale School Trustees are all Directors of the company. The term of office for each Trustee shall be 4 years, save that this time limit shall not apply to the Headteacher.

Five Trust Members form the Woodbrook Vale School Trust. The Trust meets at least once a year to receive the financial accounts.

### **Election Process for the Chair and Vice-Chair of Trustees, Staff, Finance and Buildings Committee, and Audit and Risk Committee**

Woodbrook Vale has adopted the suggested NGA approach to election of Chairs. We believe it is good practice to seek written nominations in advance of the meeting. This ensures that every member of the Governing Board is fully aware of the impending election and has an equal chance to stand.

Those standing should all be given the opportunity to submit a statement in support of their candidacy, but also to speak about their candidacy at the meeting so that the other trustees can make an informed decision.

1. The Governing Board, SFB Committee and A&R Committee (Chair only) will each elect a Chair and Vice-Chair from its number when either the Chair/Vice-Chair's term of office has ended or s/he has resigned the position.
2. The Academy's Articles of Association state that the term of office for the Chair and Vice-Chair of Trustees will be 1 year. The term of office for the Chair and Vice-Chair of the SFB Committee will be 1 year. There is no Vice-Chair of the A&R Committee, the term of office for the Chair will be 1 year.
3. The Clerk to the Trustees shall give trustees at least three weeks' notice prior to the meeting requesting written nominations. These should be submitted to the Clerk at least one week before the election. Candidates may submit up to 250 words in support of their nomination. Nominations on the day will only be accepted where no written nominations have been received prior to the meeting. Trustees who are employed at the school as a teacher or as another member of the school's staff cannot stand for election. Trustees may self-nominate, but if nominating another trustee, they should seek their approval prior to submitting the nomination.
4. The Clerk will act as chair during the election of the Chair of Trustees and will ensure the meeting is quorate. Each nominated trustee will be invited to speak to the Governing Board setting out her/his reasons for standing. Candidates will be limited to three minutes. All candidates must leave the room while a discussion and vote takes place. This will be the case even if there is a single nomination.
5. A vote by secret ballot will be held, unless there is only one nomination when voting for each role shall be decided on a show of hands.
6. The Clerk will count the votes and announce who has been elected as Chair of Trustees. The successful candidate will be invited to take the chair and will oversee the election of the Vice-Chair of Trustees and the Chair and Vice-Chair of the SFB Committee and the Chair of the A&R Committee.
7. In the event of a tie, the Governing Board will re-run the ballot. If it remains a tie, the tied candidates will draw lots.

8. The trustees may reject all nominees for the Chair of Trustees if they choose. If no candidate has the support of the majority of the Governing Board, another candidate will be sought from the floor. If this candidate does not receive majority support, the Vice-Chair will take on the role of acting Chair until the next full Governing Board meeting, at which the election procedure will be repeated. Where a Vice-Chair must also be elected, and the Governing Board has the quorum to do so, it will proceed with the election.

**The Role of the Chair of Trustees includes the following responsibilities:**

- Leading effective governance: Giving the Governing Board a clear lead and direction, ensuring that the trustees work as an effective team and understand their accountability and the part they play in the strategic leadership of the school and in driving school improvement.
- Building the team: Attracting trustees with the necessary skills and ensuring that tasks are delegated across the Governing Board so that all members contribute, and feel that their individual skills, knowledge and experience are well used and that the overall workload is shared.
- Relationship with the Headteacher: Being a critical friend by offering support, challenge and encouragement, holding the Headteacher to account and ensuring the Headteacher's performance management is rigorous and robust.
- Improving the school: Ensuring school improvement is the focus of all policy and strategy and that trustee scrutiny, monitoring and challenge reflect school improvement priorities.
- Leading the business: Ensuring that statutory requirements and regulations are met, that the school provides value for money in its use of resources and that Governing Board business is conducted efficiently and effectively.

**The Role of the Vice-Chair of Trustees includes the following responsibilities:**

- To cover the responsibilities of the Chair of Trustees in the Chair's absence;
- To communicate regularly with the Chair of Trustees;
- To support the Chair with such other functions as may be determined by the Chair from time to time;

**The Role of the Clerk to Trustees includes the following responsibilities:**

- To work effectively with the Chair of Trustees other trustees and the Headteacher to support the Governing Board;
- To communicate regularly with the Chair of Trustees;
- To attend termly briefings and undertake relevant training;
- To advise the Governing Board on constitutional and procedural matters, duties and powers;
- To ensure that the agenda is sent to all trustees fourteen days before a meeting and that the last meeting's minutes and any other supporting paperwork, once agreed by the Chair and Headteacher, are sent to all trustees at least seven days, and preferably ten days, prior to the meeting.
- To attend the meetings of the Governing Board, the Staff, Finance and Buildings Committee and the Audit and Risk Committee they are asked by the Chair of Trustees to attend, and ensure minutes are taken and that the quorum is met;
- To ensure that the minutes of the meeting, once provisionally approved by the Chair, are sent to all members within ten working days of the meeting by email and that a hard copy is sent along with the agenda and other supporting paperwork (see above);

- To maintain a file of signed minutes, excluding confidential items, which is kept in the school office;
- To maintain a register of members of the Governing Board and report vacancies to the Governing Board;
- To maintain a correspondence file keeping the Chair informed of receipts;
- To give and receive notices in accordance with relevant regulations;
- To support the work of the Governing Board;
- To perform such other functions as may be determined by the Governing Board from time to time.

All members of the Governing Board are expected to work within the following terms of reference:

- To attend meetings convened by the Chair of Trustees;
- To consider in consultation with the Chair of Governors and the Chair of the relevant committee, whether to become a named member of either, or both, the Staff, Finance and Buildings Committee, or the Audit and Risk Committee;
- To support the school by attending functions such as open evenings, awards evening, concerts and productions wherever possible;
- To share personal skills and expertise to enhance the range of knowledge of the Governing Board;
- To act as an ambassador for the school;
- Trustees should act at all times with honesty, integrity and be ready to explain their actions and decisions to staff, students, parents and anyone with a legitimate interest in the school;
- The Governing Board should set aims and objectives and agree, monitor and review policies, targets and priorities, reporting to all relevant outside organisations;
- To agree constitutional matters, including procedures where the Governing Board has discretion;
- To agree an action plan following any OFSTED inspection;
- To recruit new members as vacancies arise and to appoint new trustees where appropriate;
- To appoint or remove the Chair and Vice-Chair;
- To appoint or remove a Clerk to the Governing Board;
- To establish committees of the Governing Board their terms of reference and their membership and to review these arrangements annually;
- To suspend a trustee;
- To agree dates for Full Governing Board, Staff, Finance Buildings Committee and Audit and Risk Committee meetings for the academic year a year in advance to assist the school and individual trustees in their planning;
- Trustees to represent the Governing Board on appointment panels for senior positions.
- To oversee marketing of the school;
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Governing Board is necessary;
- To receive for approval, from the Staff, Finance and Buildings Committee, the formal budget plan of the financial year;

- To keep the Health and Safety Policy and its practice and security measures under review and to make revisions where appropriate;
- To review the delegation arrangements annually;
- To review training needs of trustees

### **Delegation Rulings**

Functions that can be delegated to a committee, but cannot be delegated to an individual include those that relate to:

- The alteration, discontinuance or change of category of the school;
- The approval of the first formal budget plan of the financial year;
- School discipline policies;
- The exclusion of students (except in an emergency when the Chair of Trustees has the power to exercise these functions);
- Admissions.

The Governing Board cannot delegate any functions relating to:

- The constitution of the Governing Board (unless otherwise provided by the Constitution Regulations);
- The appointment or removal of Chair or Vice-Chair;
- The appointment of the Clerk to the Trustees;
- The suspension of trustees;
- The delegation of functions;
- The establishment of committees.

### **Individuals with Delegated Responsibilities**

Any individual to whom responsibility has been delegated is expected to work within the following terms of reference.

Terms of Reference:

- To liaise with the Headteacher and the appropriate member(s) of staff;
- To visit the school with the purpose of gathering information concerning their area of responsibility and to increase their knowledge of the School;
- To regularly report to the relevant committees and the Governing Board on developments and progress within their area of responsibility;
- To raise the profile of the area of responsibility when related matters are considered by the Governing Board or relevant committee;
- To attend training as appropriate.

### **Headteacher**

The trustees shall appoint the Headteacher. By signing this document the trustees delegate such powers and functions as they consider are required by the Headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved of by the trustees) and for the direction of the teaching and curriculum at the School. In the absence of the Headteacher a nominated deputy will assume his/her responsibilities.

### **Accounting Officer**

The funding agreement requires each Academy to identify the Headteacher as Accounting Officer. This post confers responsibility for financial and administrative matters such as:

- Ensuring regularity and propriety;
- Prudent and economical administration;



- Avoidance of waste and extravagance;
- Efficient and effective use of available resources; and
- Day to day organisation, staffing and management of the Academy.
- The Accounting Officer may then delegate or appoint others to assist in these responsibilities.

**The Role of the Business Manager includes the following responsibilities:**

- Management of all financial issues, including the establishment and operation of a suitable accounting system, including internal control mechanisms;
- At a strategic finance level providing professional advice and information to the Governing Board to aid and inform their decision making;
- Operational management of all financial and physical resources, within a framework of financial control as determined by the Governing Board; and
- Timely and accurate returns to the DfE and ESFA, and preparation and filing of annual audited accounts.

**Senior Leadership Team Meetings** are held weekly at the school, comprising the Headteacher, Deputy and Assistant Headteachers and the Business Manager.

## **Structure of Trustees' Meetings**

### **Trust Members' Meetings**

Members of the Academy Trust meet at least once per annum, to agree the annual audited accounts and report and to confirm the appointment of external auditors.

### **Trustees' Meetings**

It is a requirement of all Academy governing boards that they meet at least once a term. No business can be conducted at any meeting unless a quorum is present. Trustees must appoint a clerk to the Governing Board, who must be someone other than a trustee or the Headteacher of the Academy.

Matters which should be considered by trustees at least once a year include:

- the Academy's goals and how they are being met;
- review of the performance of external providers e.g. bankers, services provided under SLAs;
- review and approval of the financial budget for the following year;
- review and approval of the levels of insurance cover for the Academy's assets;
- findings made by the auditors and the auditor's management letter, and any other financial reviews, and consideration of what actions should be taken arising from their recommendations;
- Review of the risks to which the Academy is exposed and determination of whether systems are in place to mitigate those risks.

The Governing Board may decide to delegate responsibility for specified matters, where it has power to do so, to committees of the Academy or individuals, such as the Headteacher. Decisions taken by committees or the Headteacher under delegated powers should be recorded in written minutes available to the Governing Board as a whole as set out in the relevant terms of reference.

The Trust delegates responsibility as follows:

Full Governing Board (at least 6 meetings each year)

Staff, Finance and Buildings Committee (at least 4 meetings each year)

Audit and Risk Committee (at least 3 meetings a year)

The following other committees and panels meet when required:

Pay Committee, Pay Appeals Panel, Staff Discipline Committee, Staff Discipline Appeals Panel, Discipline (Exclusions) Committee, Trustees' Complaints Appeal Panel.

Their membership is set out in the relevant terms of reference. No vote on any matter shall be taken at a meeting of a committee, or panel unless the meeting is quorate.

Clerks to each committee and panel are appointed, with minutes of each meeting provided to the Governing Board for consideration as set out in the relevant terms of reference.

**Terms of Reference are as follows:**

## **FULL GOVERNING BOARD**

### **Quorum**

The quorum is stipulated in clauses 117 to 119 of the Articles of Association.

### **Chair**

The Chair and Vice-Chair will be elected at the first Full Governing Board meeting of the academic year as set out in the Election Process in this Scheme of Delegation. If the Chair is not present within 15 minutes after the time appointed for holding a meeting the Vice-Chair will chair the meeting, if the Vice-Chair is not present the trustees present shall elect one of their number to chair the meeting, provided that the trustee elected shall not be a person who is employed by the Academy Trust.

### **Clerking**

The Clerk to the Trustees, another note taker, or a trustee. The Headteacher cannot clerk the meetings. The Clerk to the Trustees will send the agenda and any available paperwork, once agreed by the Chair, to the members of the Governing Board at least 14 days prior to the meeting. The clerk will attend meetings of the Full Governing Board and ensure minutes are taken and the quorum is met. The clerk will ensure that the minutes of the meeting, once provisionally approved by the Chair, are sent out to all members of the Governing Board within ten working days of the meeting.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

### **Constitution**

The constitution of the Governing Board, the conduct of Governing Board meetings and related matters (such as the number required for a meeting to be quorate and the creation of and delegation to committees) are governed by the Articles of Association.

### **Objects and General Function**

Restrictions to The Objects of the Academy Trust and the Powers which may be exercised in furtherance of them are set out in clauses 4 to 11 of the Articles of Association.

Subject to the paragraph above, the Governing Board shall exercise its functions with a view to fulfilling a largely strategic role in the running of the school. A strategic role means the trustees decide what they want the school to achieve, set the strategic framework for getting there and monitor progress towards these aims. This means:

- setting suitable aims and objectives, agreeing policies, targets and priorities and monitoring and reviewing aims, objectives, and whether the policies, targets and priorities are being achieved.
- subject to the provisions of the Articles of Association, the School Development Plan, along with agreed policies, will generally provide the strategic framework.

The Governing Board will monitor and evaluate progress in the school towards achievement of the aims and objectives set and regularly review the strategic framework for the school in the light of that progress.

### **Role of Governing Board and Headteacher**

As "lead professional" the Headteacher will be responsible for:

- leading the school towards the set aims and objectives
- formulating and implementing the policies, and
- discharging many responsibilities on the Governing Board's behalf, as well as for discharging responsibilities imposed directly on him or her.

The Headteacher will give the Governing Board enough information for the trustees to feel confident that those delegated responsibilities - and the Headteacher's own responsibilities - have been met.

The Governing Board will ensure it receives enough information and evidence to allow it to monitor the school's achievements and progress. In addition to information supplied by the Headteacher, other sources of information will include/be obtained through:

- trustee involvement as link trustee for particular areas
- involvement in school events, presentations etc. by members of staff to the Governing Board and to committees
- involvement in interview panels
- critical consideration of data (usually at committee level)

The Governing Board shall act as "critical friend" to the Headteacher; that is to say, it will support the Headteacher in the performance of his/her functions and give him/her constructive criticism.

### **Principles of Conduct**

The principles of conduct are set out in the Woodbrook Vale School Trustee Code of Practice.

### **Particular Responsibilities**

The Governing Board will endeavour to ensure that the school:

- offers a broad and balanced curriculum that best suits the needs, abilities and aspirations of all students, including those with Special Educational Needs.
- offers a holistic education recognising the importance and impact of extra-curricular activities both within the academic curriculum and beyond.
- maintains and continues to develop the school through a strong pastoral system.
- works with the families of its students to foster positive home, school and community relationships.
- continues its development as an outward facing establishment through continuing to build on its links and partnerships within and beyond the local community.
- ensures that teaching and learning is of the highest quality.
- maintains and supports a work force that is well motivated and committed to every child and staff member achieving their full potential.
- appoints the most appropriate staff for each post and continues their professional development through training and sharing of good practice.
- operates from a financially secure basis; raising funds where appropriate and ensuring best value is applied to all spending.
- maintains and develops further the facilities of Woodbrook Vale School so that it can deliver education in a safe and secure environment which has regard to sustainability as a guiding principle in resource decisions.
- maintains good employment practices and seeks to maintain positive relationships with the professional associations.

The Governing Board will delegate powers as appropriate to relevant committees:

- Staff, Finance and Building Committee
- Audit and Risk Committee

## **STAFF, FINANCE AND BUILDINGS COMMITTEE**

### **Membership**

The Full Governing Board must determine the membership, proceedings and terms of reference of the Committee.

### **Quorum**

The quorum is stipulated in clauses 117 to 119 of the Articles of Association.

### **Chair**

The Chair and Vice-Chair of the Committee will be elected at the first Full Governing Board meeting of the academic year as set out in the Election Process in this Scheme of Delegation. If the Chair is not present within 15 minutes after the time appointed for holding a meeting the Vice-Chair will chair the meeting, if the Vice-Chair is not present the trustees present shall elect one of their number to chair the meeting, provided that the trustee elected shall not be a person who is employed by the Academy Trust.

### **Clerking**

The Clerk to the Trustees, another note taker, or a trustee. The Headteacher cannot clerk the Committee. The Clerk to the Trustees will send the agenda and any available paperwork, once agreed by the Chair, to the members of the Committee at least fourteen days prior to the meeting. The clerk will attend meetings of the Committee and ensure minutes are taken and the quorum is met. The clerk will ensure that the minutes of the meeting, once provisionally approved by the Chair, are sent out to all members of the Governing Board within ten working days of the meeting.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

- To review, adopt and monitor a Finance Policy which includes the local scheme of delegation for spending and budgetary adjustments (virements) for the Committee, Headteacher and other nominated staff.
- To review, adopt and monitor all additional financial policies, including a charging and remissions policy.
- To establish and maintain a three-year financial plan, taking into the account priorities of the School Improvement Plan, roll projection and signals from central government and (if applicable) the LA regarding future years' budgets, within the constraints of available information.
- To oversee and propose to the Governing Board for adoption an annual school budget taking into account the priorities of the School Improvement Plan.
- To make decisions in respect of service level agreements.
- To ensure that sufficient funds are set aside for pay increments as set out in the Pay Policy and as recommended by the Headteacher for approval by the Pay Committee.
- To monitor the income and expenditure throughout the year of all delegated and devolved funds against the annual budget plan.
- To receive monthly budget monitoring reports from the Headteacher.
- To report back to each meeting of the Full Governing Board and to alert them of potential problems or significant anomalies at an early date.
- Subject to the local scheme of delegation, to approve any budgetary adjustments that will from time to time be necessary in response to the evolving requirements of the school.
- To oversee the Trustees Report to form part of the Statutory Accounts of the Governing Board and for filing in accordance with Companies Act requirements.

- To receive auditors' reports and to recommend the Governing Board action as appropriate in response to audit findings.
- To recommend to the Trust the appointment or reappointment of the auditors of the Academy.
- To provide support and guidance for the Governing Board and the Headteacher on all matters relating to the maintenance and development of the premises and grounds, including Health and Safety.
- To ensure that an annual inspection of the premises and grounds takes place and a report is received identifying any issues.
- To inform the Governing Board of the report and set out a proposed order of priorities for maintenance and development, for the approval of the Governing Board.
- To arrange professional surveys and emergency work as necessary.
  - *The Headteacher is authorised to commit expenditure without the prior approval of the Committee in any emergency where delay would result in further damage or present a risk to the health and safety of students or staff. In this event the Headteacher would normally be expected to consult the Committee Chair at the earliest opportunity.*
- To create a project committee where necessary to oversee any major developments.
- To establish and keep under review an Accessibility Plan and a Building Development Plan
- To review, adopt and monitor a Health and Safety policy.
- To ensure that the Governing Board's responsibilities regarding litter, refuse and dog excrement are discharged according to Section 89 of the Environmental Protection Act 1990, so far as is practicable.
- To oversee that the school is staffed sufficiently for the fulfilment of the school's development plan and the effective operation of the school.
- To establish and oversee the operation of the school's Appraisal Policy - including the arrangements and operation of the school's appraisal procedures for the Headteacher.
- To ensure that staffing procedures (including recruitment procedures) follow current equalities legislation.
- To annually review procedures for dealing with staff discipline and grievances and make recommendations to the Governing Board for approval.
- To monitor approved procedures for staff discipline and grievance and ensure that staff are kept informed of these.
- To recommend to the Governing Board staff selection procedures, ensuring that they conform with safer recruitment practice, and to review these procedures as necessary.
- In consultation with staff, to oversee any process leading to staff reductions.

## **AUDIT AND RISK COMMITTEE**

### **Membership**

The Full Governing Board must determine the membership, proceedings and terms of reference of the Committee.

### **Quorum**

Two trustees

### **Chair**

The Chair of the Committee will be elected at the first Full Governing Board meeting of the academic year as set out in the Election Process in this Scheme of Delegation. If the Chair is not present within 15 minutes after the time appointed for holding a meeting the Vice-Chair will chair the meeting, if the Vice-Chair is not present the trustees present shall elect one of their number to chair the meeting, provided that the trustee elected shall not be a person who is employed by the Academy Trust.

### **Clerking**

The Clerk to the Trustees, another note taker, or a trustee. The Headteacher cannot clerk the Committee. The Clerk to the Trustees will send the agenda and any available paperwork, once agreed by the Chair, to the members of the Committee at least fourteen days prior to the meeting. The clerk will attend meetings of the Committee and ensure minutes are taken and the quorum is met. The clerk will ensure that the minutes of the meeting, once provisionally approved by the Chair, are sent out to all members of the Governing Board within ten working days of the meeting.

### **Terms of Reference**

The Purpose of Internal Scrutiny is to provide the board (and ESFA) with assurance that Woodbrook Vale's system of internal control is effective and contributes to strong governance, risk management and control arrangements.

#### **1. Responsibilities**

- to maintain an oversight of the Academy Trust's financial, governance, risk management and internal control systems
- to report findings termly and annually to the Trust Board and the Accounting Officer as a critical element of the trust's annual reporting requirements.

#### **2. Authority**

- the Audit and Risk Committee is a Committee of the Academy Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
- the Audit and Risk Committee is authorised to:
  - request any information it requires from any employee, external audit, internal audit, or other assurance provider.
  - obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.

#### **3. Composition**

- the membership of the committee will comprise a minimum of 3 trustees.
- employees of the trust should not be audit and risk committee members, but the accounting officer and chief financial officer should attend to provide information and participate in discussions
- the chair of trustees should not be chair of the audit and risk committee.

- where the audit and risk committee is combined with another committee, employees should not participate as members when audit matters are discussed.
- at least one member of the audit and risk committee should have recent or relevant accountancy, or audit assurance, experience.
- any trustee may attend a meeting of the audit and risk committee, including those who are not members of the audit and risk committee.

#### **4. Reporting**

The Audit and Risk Committee will:

- report back to the Trust Board regularly every term.
- provide an annual summary report provided by the internal scrutineer / auditor and areas reviewed by internal scrutiny / audit covering key findings, recommendations, and conclusions

#### **5. Coverage**

The Audit and Risk Committee will:

- advise the Board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. Considerations may include:
  - the auditor's/scrutineer's sector expertise
  - their understanding of the trust and its activities
  - whether the audit process allows issues to be raised on a timely basis at the appropriate level
  - the quality of auditor/scrutineer comments and recommendations in relation to key areas
  - where relevant the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the trust's managers
  - the auditor's/scrutineer's use of technology
- ensure there is co-ordination between internal audit/scrutiny and external audit and any other review bodies that are relevant
- consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues.
- encourage a culture within the trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust, and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees
- provide minutes of all Audit and Risk Committee meetings for review at board meetings

#### **External Audit**

- review the external auditor's plan each year
- review the annual report and accounts
- review the auditor's findings and actions taken by the trust's SLT in response to those findings
- produce an annual report of the committee's conclusions to advise the board of trustees and members.



## **Internal Scrutiny**

- take delegated responsibility on behalf of the board of trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.
- conduct a regular review of the risk register
- agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions, and risks.
- advise the trustees on the adequacy and effectiveness of the trust's systems of internal control, governance, and risk management processes,
- consider the appropriateness of executive action following internal audit/internal scrutiny reviews and to advise the board on any additional or alternative steps to be taken.
- oversee the annual review of the trust's risk register.

## **Suggested areas of coverage**

Please note that this list of suggested areas is not intended to be exhaustive. The audit and risk committee should ensure that the internal scrutineer develops a cyclical programme of work tailored to the trust and its risks.

## **Cash and Bank**

Ineffective monitoring of liquidity and cash and bank balances is a key risk to any business. Cash forecasting needs to be accurate, and the trust needs to be able to ensure that it retains an appropriate level of liquid or near liquid balances to withstand any short-term interruptions to incoming income. Cash itself frequently represents a security risk, and the systems for safe storage, collection, banking and reconciliation need to be effective and secure.

The scrutineer may test a number of transactions and the controls and procedures around the transaction, including:

- whether the trust has a treasury management policy and it is being followed
- review the trust's cash forecasting process to ensure it is effective and accurate
- review the trust's financial procedures for the receipt and banking of income to ensure that they are adequate, and the trust is adhering to them.
- check a sample of income (grant and non-grant) from source records to verify that the income has been correctly accounted for.
- check what action has been taken for any overdue income.
- ensure that monthly bank reconciliations have been carried out, including reviewing validity of reconciling items, and reviewed
- procedures around the administration of the trust's bank account(s) including, the opening, compliance with the bank mandate signing instructions and access to the bank account.

## **Procurement**

Poor contract management will result in trusts paying too much for goods and services, or even paying for services they do not need. Value for money audits can also be used to test accepted practice. The ATH sets out some obligations for trusts in relation to related party transactions and conflicts of interest. There are numerous appropriate operational checks. The following list is not exhaustive:

- check of a sample of purchase orders to delivery notes and invoices to ensure that documentation is complete, has been appropriately checked and authorised

- check of a sample of payments back to invoices, purchase orders and delivery notes to confirm they are legitimate purchases
- review statements from suppliers to ensure they are being checked, investigate any disputed invoices
- review contracts, ensuring proper tendering procedures exist and are being followed
- check purchase of any capital assets (e.g. desk computers, interactive whiteboards, kitchen equipment) for physical existence

### **Monthly financial closedown**

Monthly closedown will follow a set procedure and the scrutineer may test a number of the relevant steps, including:

- review that monthly bank reconciliations have been carried out, including reviewing validity of reconciling items,
- review of the purchase ledger control account reconciliation and/or creditors list against invoices received
- review of the sales ledger control account reconciliation and/or debtors list against invoices issued
- review of the accruals schedule against costs committed but not yet invoiced
- checks of petty cash balances and supporting vouchers
- review of any budget virements and adjusting journals for reasonableness and authorisation
- review of any write-offs of debt or other losses for reasonableness and proper authorisation

### **Payroll and HR**

Ineffective HR systems can lead to low morale and productivity. Effective systems mean staff are properly skilled and can focus on their proper role. Recruitment and training also warrant attention. Payroll will account for the vast majority of the trust's expenditure and so ought to feature in any programme of testing:

- review of a sample of starters, leavers and salary increases to ensure they are properly authorised and payroll / personnel data is recorded completely and accurately
- review of the monthly payroll to ensure that any changes and salary payments have been appropriately authorised
- a reconciliation of payroll to HR records to ensure that leavers and allowances are not paid beyond the appropriate dates
- a check of statutory and non-statutory deductions from pay
- review of a sample of expense claims to ensure there is appropriate documentation to support the claim and that it is appropriately authorised

### **Efficiency, funding, and budgets**

Whether the expected economies of scale arising from merging and updating "back office" functions are being realised. Whether there is tension between the need for efficiency and operational autonomy of constituent academies in a trust with multiple academies. Is there a gap between the trust's educational aspirations and its financial means, including the funding challenge, and is this addressed through the multi-year budget process? Are budgets properly prepared and reviewed / challenged by management and the finance committee and consistent with the trust's business plan pupil census, human resources and other data?

### **Fraud, theft, and bribery**

Fraud can be costly and embarrassing, and the threat is constant. All trusts should have preventative controls in place, as well as a fraud risk assessment and counter fraud plan. Low-level fraud may be hard to detect, and one-off checks may be an effective deterrent

### **Safeguarding and whistleblowing**

All trusts should have effective policies, protocols, procedures, and documentation in place. Failure in these areas can damage a trust's reputation and, of course, there is hardly an issue of greater importance than pupil safety and welfare. Specialist skills may be required to provide assurance in these areas

### **Management information and reports**

Review the trust's management information to ensure information supplied is consistent with the underlying accounting records and internal management reports, including:

- management accounts
- financial reports to board
- pupil data and census returns
- returns to the DfE/ESFA

Ensure management accounts are properly supported by explanations for significant variances from budget and are subject to appropriate review and challenge by management and the finance committee

### **Data and IT issues**

Good data is the foundation of effective decision making. Business continuity and recovery of key systems such as attendance management systems should also feature.

Data protection (e.g. GDPR compliance) is also likely to be a key issue.

IT systems should be assessed for their resilience in terms of exposure to cyber security risks

### **Premises issues**

Capital projects can be expensive and complex, but consideration should also be given to disaster recovery, business continuity and PFI issues and well as health and safety, fire prevention, asbestos, legionella and so on.

### **Governance structures**

Trusts need governance structures and processes appropriate to their size and structure. These must be regularly reviewed and should include Board and committee, executive and operational structures.

### **Business Continuity Plans/Disaster Recovery**

The trust must have adequate plans in place to ensure business continuity in the event of any disruption. These plans should be reviewed regularly to ensure they reflect current circumstances and anticipated risks.

## **PAY COMMITTEE**

### **Delegation of Function**

The Governing Board shall establish a Pay Committee to set the Pay Policy for the school and to implement the approved Pay Policy in respect of the pay for all staff.

### **Membership**

The Pay Committee will consist of at least three trustees including the Chair of Trustees, the remaining member to be elected by the Governing Board. Normally, wherever possible, the Pay Committee will not include any member of staff employed by the Governing Board at the school. The Headteacher may attend all proceedings of the Pay Committee for the purpose of providing information and advice, but must withdraw when their own remuneration is being discussed.

### **Quorum**

Three trustees

### **Clerking**

The meeting of the Pay Committee will be clerked either by the clerk, or a non-staff member of the Pay Committee. The meeting of the Pay Committee should not be clerked by the Headteacher.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

The Pay Committee will be authorised by the Governing Board to determine all matters relating to pay and related performance of staff to establish a whole school Pay Policy for adoption by the Governing Board and to monitor and review the Pay Policy as necessary.

The Pay Committee will have full delegated powers from the Governing Board to take all decisions relating to pay in accordance with the approved school Pay Policy.

Specifically, this will include:

- i. Ensuring that the whole school Pay Policy is statutorily compliant, including where relevant the School Teachers' Pay and Conditions Document.
- ii. Reviewing the whole school Pay Policy and making recommendations to the Full Governing Board for amendment where necessary.
- iii. Reviewing the school pay structure on an annual basis to consider the impact of any changes to nationally recommended pay rates and reporting to the Governing Board as appropriate.
- iv. Ensuring that the policy is applied equitably and consistently for all staff
- v. Ensuring that pay decisions are fair and equitable, link with the school Appraisal Policy and take account of the recommendations of the Headteacher and where appropriate other members of the school leadership team.
- vi. In accordance with the Pay Policy, determine appropriate pay ranges for all staff employed in the school, including allowances and temporary recruitment and retention payments where appropriate.
- vii. Review the school staffing structure specifically in respect to pay relativities of posts in the structure. Maintain an up-to-date staffing structure as an appendix to the Pay Policy.
- viii. Recommend the annual pay budget, including pay progression, to the Governing Board.
- ix. Ensure that external advice is sought where appropriate, particularly in respect of salary matters relating to the Headteacher.

- x. Ensure accurate and up-to-date person specifications and job descriptions are maintained in school to inform pay decisions where necessary.
- xi. Ensure annual pay statements are issued to all staff in accordance with the school Pay Policy.
- xii. Provide an annual report to the Full Governing Board summarising pay decisions and issues arising.

## **PAY APPEALS PANEL**

### **Membership**

Three Trustees who were not involved in the original determination.

### **Quorum**

Three

### **Chair**

To be agreed prior to the meeting from the Panel of three trustees.

### **Clerking**

The meeting of the Pay Appeals Panel should not be clerked by a trustee, a member of staff, or the Headteacher.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

The Pay Policy sets out the agreed grounds for appeal and the procedure.

The decision of the Panel will be final. There will be no further right of appeal.

## **STAFF DISCIPLINE COMMITTEE**

### **Purpose**

To consider disciplinary matters where this function has not been delegated to the Headteacher, or where the Headteacher has had detailed prior involvement or where the case involves the Headteacher.

### **Membership**

The Staff Discipline Committee shall consist of at least three eligible trustees. Every trustee (other than the Headteacher and trustee/s who are members of staff) is eligible for membership. Anyone involved in the investigatory stage may not be involved in making decisions at any subsequent disciplinary hearing. The Staff Discipline Committee may have an advisor at all meetings. The advisor is not eligible to vote.

### **Quorum**

Three

### **Chair**

To be agreed prior to the meeting from the Panel of three trustee.

### **Clerking**

The clerk to the Committee must be a person who is not a trustee of the school, or the Headteacher.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

### **Decisions**

Any decisions shall be made by a simple majority.

### **Procedures**

The procedures are set out in the Woodbrook Vale School 'Policy for Dealing with Teacher Capability Issues'.

Minutes of meetings of the Staff Discipline Committee are confidential to the Committee and are not available publicly.

The employee shall have the right of appeal against any decision of the Staff Discipline Committee.

## **STAFF DISCIPLINE APPEALS PANEL**

### **Purpose**

To consider any appeals against decisions by the Staff Discipline Committee.

### **Membership**

The Staff Discipline Appeals Panel shall consist of at least three eligible trustees. Every trustee other than the Headteacher and staff trustee(s) is eligible for membership. Anyone with prior involvement in the matter may not be involved in making decisions at any Staff Discipline Appeals Panel hearing. The Staff Discipline Appeals Panel may have an advisor at all meetings. The advisor is not eligible to vote.

### **Quorum**

Three

### **Chair**

To be agreed prior to the meeting from the Panel of three trustees.

### **Clerking**

The clerk to the Staff Discipline Appeals Panel must be a person who is not a trustee of the school(s) or the Headteacher.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

### **Decisions**

Any decisions shall be made by a simple majority.

### **Procedure**

The employee(s) may appeal in writing within five working days of receiving the original written decision.

The procedure is set out in the Woodbrook Vale School 'Policy for Dealing with Teacher Capability Issues'.

Minutes of the Staff Discipline Appeals Panel are confidential and are not available publicly.

The outcome of the appeal hearing will be confirmed in writing to the employee within three working days of the date of the decision.

The decision will be final.



## **DISCIPLINE (EXCLUSIONS) COMMITTEE**

### **Membership**

The Discipline Committee shall consist of not less than three members of the Governing Board, none of whom shall be the Headteacher. If any trustee has a connection with the student, or knowledge of the incident that led to the exclusion that could affect his or her ability to act impartially, he or she should step down. The Chair has the casting vote in all cases where an even number of trustees are considering the case.

### **Quorum**

Three

### **Chair**

To be agreed prior to the meeting by the Discipline Committee members.

### **Clerking**

The clerk to the Committee must not be a trustee at the school, a member of the Committee or the Headteacher.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

Trustees' responsibilities are to:

Consider any representations made by the parents of an excluded student for between 0.5 and 5 school days and ensure that a record of the Discipline Committee's review of the exclusion is placed on the student's school record.

- Review at a meeting (convened within statutory time limits):
- Fixed Period Exclusions of 6-15 school days if the parents request a meeting to review the exclusion.
- Fixed Period Exclusions of more than 15 school days either issued in a block or accumulated within one school term.
- All exclusions which would deny a student the opportunity to take a public examination.
- All permanent exclusions.

Consider the views of all the parties and the LA statement where appropriate, or when the LA Representative attends.

In accordance with the current DFE Statutory Guidance decide whether or not to uphold the exclusion(s), considering the relevant criteria.

Ensure all relevant minutes and decision letters are filed.

It is the duty of the Discipline Committee to inform parents of a student who has been excluded permanently of their right to ask for the case to be considered by an Independent Review Panel.

## **TRUSTEES' COMPLAINTS APPEAL PANEL**

### **Membership**

The Trustees' Complaints Appeal Panel will be made up of two trustees and one panel member who is independent of the management and running of the school. The trustees on the Trustees' Complaints Appeal Panel must have no previous involvement with the case.

### **Quorum**

Three

### **Chair**

The Trustees' Complaints Appeals Panel will choose a Chair from amongst its members. Normally the Panel will be chaired by the Chair of Trustees, though he/she may ask the Vice-Chair or other trustee to chair the Panel.

### **Terms of Reference**

These terms of reference to be reviewed at least annually, usually at the first Full Governing Board meeting of the academic year.

The Trustees' Complaints Appeal Panel will follow the procedure set out in the school's Complaints Policy.

The Chair of Trustees will ask the clerk to convene a Trustees' Complaints Appeal Panel.

- The Clerk to the Trustees' Complaints Appeals Panel should:
- Organise a mutually convenient date, time and venue for the hearing
- Collate any written material and send it in advance to all parties
- Welcome those attending
- Record the proceedings
- Notify all the parties of the Trustees' Complaints Appeal Panel's decision.