



# The Spire Church of England Learning Trust

## SCHEME OF DELEGATION - Part 1

### 2025

This document is reviewed by the School Improvement Consultant to The Spire Church of England Learning Trust and the CEO. It is then discussed by the Board of Directors.

It can be updated before the annual review if any major change has occurred and presented again to the Board for approval at any time.

Review Date: January – June 2025 (Change of CEO)  
Ratified Date: July 2025  
Next Review Date: June 2026

In collaboration with



# The Spire Church of England Learning Trust General Principles

**It is The Spire Church of England Learning Trust's stated intention and preference that:**

- The Board and Local Governing Bodies will work collaboratively and in partnership at all times.
- The Board will make decisions, following consultation with Local Governing Bodies where appropriate, on matters which affect all schools in the Trust: Local Governing Bodies will make decisions on matters which affect individual schools, in line with their Terms of Reference.
- Local Governing Bodies will act in accordance with Terms of Reference as set out by the Board.
- Local Governing Bodies and Headteachers/Head of School of individual schools in the Trust should be as autonomous and have as much freedom as possible in line with this Scheme of Delegated Authority.
- Local Governing Bodies and Headteachers/Head of School will have maximum delegation of responsibility and decision making for the strategic direction and day-to-day operation of their schools *unless there is a cause for concern* in line with this Scheme of Delegation.
- The Board will put in place effective arrangements for monitoring and evaluating the performance of Local Governing Bodies and schools.
- The Board will take action, including the full or partial withdrawal of delegated authorities to individuals, groups and Local Governing Bodies should the individual, group, or Local Governing Body, fail to carry out their duties and responsibilities effectively.
- The governance arrangements of good schools joining the Trust will remain in the main unchanged *except where changes are required in order to comply with legal or statutory requirements, or to ensure operational effectiveness*.
- Local Governing Bodies will report regularly to the Board via the Headteacher/Head of School and will make available all relevant data and information on performance through various sources as requested by the Board or done via the CEO or CFO on behalf of the Board.
- The Board will have due regard to its status as a Church of England Trust and consult the Diocese of Worcester (via the Diocese Director of Education) where appropriate and in accordance with its Articles of Association.

## Governance Framework

In The Spire Church of England Learning Trust (hereafter referred to as 'The Trust' for the purposes of this document), there is only one legal entity accountable for all the academies (schools in this document) within the Trust.

The Trust has one set of Articles which govern all the schools in the Trust and has a Master Funding Agreement with the Secretary of State. Each school has a Supplemental Funding Agreement.

The Spire Church of England Learning Trust is a charitable company and is responsible for the strategic direction of the schools and has 2 layers of governance: the Members of the Trust and the Board of Directors (hereafter referred to as Directors for the purposes of this document).

### Members

- The Members are akin to shareholders and have ultimate control over the direction of the Trust. They ensure the charitable company achieves its objectives, sign off the financial accounts and annual report, and appoint some of the Directors.

### Directors

- The Directors, appointed by the Members, have delegated responsibility for the three core functions: strategic leadership, accountability and assurance, and strategic engagement, and holding the CEO and Headteachers/Heads of School to account for educational performance and overseeing the financial performance of the schools.
- A Director of the Trust is in effect a school governor, a company director and a charity trustee and they must also ensure compliance with charity and company law and the Trust's Funding Agreement.
- The Trust's Directors can delegate to any committee, governor, Headteacher/Head of School or any other holder of an executive office, any of its powers or functions, subject to any prescribed restrictions imposed by them and management of conflicts of interest.
- Directors will not have a financial interest in providing services for the Trust.
- The Trust Board can establish any committee; and the constitution, membership and proceedings of any committee is decided by the Directors. The establishment, terms of reference, constitution and membership of any committee must be reviewed every 12 months.

## Local Governing Body

- Local Governing Body (hereafter referred to as the LGB for the purposes of this document) and advisory bodies are committees of the Trust's Board. Their members are not trustees or directors of The Trust - unless they are also members of the Trust's Board of Directors. The Governors of a LGB are appointed members of a sub-committee and can be referred to as Governors.
- It is important to remember, however, that even where responsibility is delegated to a local level, it is The Trust as the legal entity (not the LGB) that is ultimately accountable, for example in terms of finance and performance, and as the employer of staff.
- In drawing up this Scheme of Delegation the Board wishes to explicitly focus on maintaining the individual character of the individual schools as schools with strong and effective LGBs working closely to support their Headteachers/Heads of School to lead and manage their school.

Where appropriate, the Board will apply changes to the Scheme of Delegation where there is a legal requirement to do so. The Board may also consult with the Diocese (via the Diocese Director of Education) where appropriate, and in accordance with its Articles of Association.

## Governance

**Membership** - The list of current Directors is set out on the Trust website.

**Term of Office** – Directors - 4 years. The Chief Executive Officer holds office ex-officio as long as he/she is in post. Any Director can be re-elected or re-appointed. The current CEO has elected not to be a Director.

**Organisation** - Chair and Vice-Chair appointed annually. Quorum: Three or one third of the total number of Directors if greater. Two thirds of Directors required to appoint or remove Directors, remove the Chair, or appoint Parent/Carer Directors. To meet at least three times a year and additionally as and when required as determined by the Board. Three Directors may requisition a meeting. One vote per Director. The Chair has a casting vote. Members should be consulted if the Chair is to be removed by Directors and Members retain the right to make the ultimate decision.

**Disqualification** - a Director who is employed by the Trust may not be the Chair or Vice-Chair.

**Professional Advisers to the Board of Directors** - the Chief Executive Officer of the Trust, the Chief Financial Officer, the Chief Operations Officer and any other member of staff with Trust wide responsibilities, as appropriate and any additional advisers as appropriate.

**Responsibilities Delegated to the Chief Executive Officer** - The Chief Executive Officer has delegated powers and duties in respect of the overall leadership, management, and achievement of the Trust and responsibility for ensuring the implementation of agreed policy. The CEO is also the Accounting Officer.

**Audit and Risk Committee – Also known as the Finance Committee (in accordance with the Academy Trust Handbook)**

**Membership** - Members of the Audit and Risk Committee (also known as the Finance Committee), shall be appointed by the Board and shall be made up of at least three Directors. Additionally, persons who are not Directors, with specialist skills and experience, may be appointed by the Board to the Committee provided that Directors are in the majority.

Whenever possible a majority of Directors of the Audit and Risk Committee (also known as the Finance Committee), shall be independent non-executive Directors, at least one of whom should have recent and relevant financial experience. **The Chair of this Committee may not be a member of any other committee.**

The Board shall appoint the Audit and Risk Committee (also known as the Finance Committee) Chair who shall, whenever possible, be an independent non-executive Director.

Only members of the Audit and Risk Committee (also known as the Finance Committee) have the right to attend Audit and Risk Committee (also known as the Finance Committee) meetings. However, other individuals such as the Chief Executive Officer, Chief Financial Officer, members of the Central Team and representatives of external advisers may be invited to attend all or part of any meeting as and when appropriate, but not vote.

The external auditors may be invited to attend meetings of the Audit and Risk Committee (also known as the Finance Committee).

**Term of Office** - Directors and co-opted members - 4 years. Directors/persons who are not Directors can be re-appointed.

**Organisation** - Chair appointed annually by the Board. Terms of reference, constitution, and membership - to be reviewed annually. Quorum: Three of which the majority must be Directors. To meet at least termly and as and when required in addition as determined by the committee.

**Professional Advisers to the Committee** - Chief Executive Officer, Chief Financial Officer and any additional advisers as appropriate such as Central Team colleagues.

**Disqualification** - any Director who is a member of staff.

**Assessment of Christian Distinctiveness Committee – convened only.**

**Membership** – The members of the Christian Distinctiveness Committee shall be appointed by the Board and shall be made up of at least 3 Directors.

**Disqualification** –

**Organisation** - Chair appointed for each hearing/appeal hearing by the Board. Terms of reference, membership, and constitution-to be reviewed annually. Quorum: Three

**Professional Advisers to the Committee** - Members of Worcester Diocesan Education Board as appropriate

**Ad Hoc Hearing and Appeals Committees – convened only.**

**Membership** – The members of Hearing and Appeal Committees shall be appointed by the Board and shall be made up of at least three Directors. No person may sit on both committees.

**Disqualification** – The Chief Executive Officer, Chief Financial Officer, Chief Operations Officer and any Director with any direct involvement in the focus of any grievance, disciplinary, or capability, redundancy, or any other relevant matter.

**Organisation** - Chair appointed for each hearing/appeal hearing by the Board. Terms of reference, membership, and constitution-to be reviewed annually. Quorum: Three

**Professional Advisers to the Committee** - HR advisers and any additional advisers as appropriate, for example The Diocese Director of Education.

## **Constituting the Local Governing Body(ies)**

- The Board of the Spire Church of England Learning Trust will appoint a Local Governing Body (LGB) for each school. The members of each such LGB shall be known as Governors and in accordance with the Scheme of Delegation may be appointed by each individual school. Some Governors may also be Directors of the Spire Church of England Learning Trust Board, but many will not be. There is no right for LGB Governors to also be a Director of the Board. The constitution of each LGB shall be as follows:
  - The number of Governors appointed shall be not less than 3 nor more than 12. This includes Federated Schools.
  - Each Governor's appointment will last for 4 years, following which they may be re-appointed for additional terms.
  - Governors nominated by WDAT (faith schools) must be in accordance with the most up to date set of Articles of Association for the Trust.
  - The Headteacher/Head of School of the relevant school shall be appointed as a Governor, but they may opt to be ex officio.
  - Up to 2 Staff Governors (being employees of the relevant school at the date of their appointment). Staff Governors may be nominated for approval following elections by staff at their particular school organised by the LGB.
  - 2 Parent Governors (being parents/carers of current pupils at the date of their appointment). Parent Governors may be nominated for approval following elections by parents/carers organised by the LGB.
  - Such additional Governors as the LGB may determine who individually or collectively offer a broad range of skills and experience to assist with the furtherance of the objectives of the school. The LGB will determine what any such additional governors will be called.
  - The Board (taking advice from the CEO) may remove LGB Governors (including the Chair) if they have concerns about how they are undertaking their role. However, before this course of action is taken, a meeting will be convened with the relevant personnel to discuss the concern in the first instance and see if it can be remedied. The Board's decision will be final. The Board (taking advice from the CEO) may also appoint governors to the LGB if they feel additional support is necessary.