



Northern Star
Academies Trust

Scheme of Delegation and Governance Handbook



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Renewed annually

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1. LEGAL AND ADMINISTRATIVE DETAILS OF THE COMPANY

Company name Northern Star Academies Trust
Company number 07553531
Registered office 77 Gargrave Road, Skipton, BD23 1QN
Charitable status Exempt charity

2. PURPOSE OF THIS DOCUMENT

This Scheme of Delegation and Governance Handbook summarises the legal structure of the Company and sets out the basic internal arrangements for the governance of the Company and the governance of the Academies.

3. RESPONSIBILITY FOR THIS DOCUMENT

This Governance Handbook was created by, and is maintained by, the Directors of the Company. Any Director(s) or executive staff may be delegated responsibility to lead on the review and propose amendment to this document, but amendments shall be ratified by resolution of the Directors.

4. REVIEW OF THIS DOCUMENT

This Governance Handbook shall be reviewed at least annually and whenever the introduction of new legislation or guidance from the Secretary of State for Education or another legal authority requires it.

5. OVERVIEW OF COMPANY GOVERNANCE STRUCTURE

The Company has two tiers of corporate governance as set out in the Articles of Association:

- **Members:** The Members retain ownership of the Articles of Association and appointment of Directors.
- **Directors:** Directors (sometimes called Trustees) have responsibility for the strategy and development of the MAT and oversight of performance and operation of the individual academies. They are also responsible for appointing co-opted Directors as appropriate and Local Governing Bodies of member academies.

The Company has a third tier of governance:

- **Local Governing Bodies:** Established as committees by the Directors to take a role in supporting and advising on the work of one or more academies. Local Governing Bodies

consist of a board of Governors appointed by, and with delegated responsibilities from the Directors.

6. OVERVIEW OF THE STATUS OF THE COMPANY

The Company:

- is a company limited by guarantee registered with Companies House;
- is an exempt charity;
- has contracted with the Secretary of State for Education to run one or more academies
- is subject to company audit laws;
- is accountable to the Secretary of State for Education, pupils, parents and other Stakeholders;
- retains the legal responsibility for running the academies; and
- owns all assets and liabilities, rights and obligations of the academies.

7. CONSTITUTION OF THE COMPANY

The constitution of the Company is the Articles of Association, which are recorded at Companies House. This Governance Handbook and all other rules, regulations, authorities and powers are subject to the Articles.

8. CHARITABLE STATUS

Academy Trusts are classified as 'exempt charities'. This means the Company is legally a charity, but does not have to (and cannot) register with the Charity Commission (the regulator of Charities in England and Wales). It is instead regulated by the Secretary of State for Education.

9. LEGAL ENTITIES

Academies like maintained schools are not established as legal entities in their own right. They do not have a legal personality. This means that all the assets and liabilities of each Academy run by the Company are owned by the Company and all contracts (whether in relation to employees or otherwise) for each academy and will be held and entered into (respectively) by the Company.

10. ROLES FOR EACH ACADEMY

Within the Company structure there are three main levels of authority for each Academy: Directors, Governors, and the Headteacher (in this document this definition describes the role rather than any specific title e.g. Head of Academy, Headteacher, Principal).

11. FUNCTIONS OF THE MEMBERS OF THE COMPANY

A company limited by guarantee has guarantors who are referred to as members.

The members do not have rights of ownership in the company and do not receive dividends or other remuneration. Each of the members agrees to contribute towards any outstanding liabilities of the Company if the company is wound up. Each member's personal liability is limited to £10.

The members, who shall meet no less than twice a year, shall be responsible for:

- Appointing the Members, the Chair of the Board of Directors, the CEO and the Company Secretary
- Determining the Object, Purpose and Ethos of the Company
- Overseeing the Company's financial accounts and annual report

12. THE DIRECTORS OF THE COMPANY

This section summarises the legal duties, role and functions of the Directors of the company.

A) DUTIES OF DIRECTORS

Under the Companies Act 2006, directors have a number of statutory duties that they must adhere to when acting on behalf of the company. These duties include:

- to act within their powers;
 - to exercise independent judgement;
 - to exercise reasonable care, skill and diligence;
 - to avoid conflicts of interest;
 - not to accept benefits from third parties;
 - to declare any interest in proposed transactions or arrangements with the company; and
 - to promote the success* of the company for the benefits of its purposes.
- * success for a charitable company means (in basic terms) achieving its objectives.

The Companies Act 2006 provides guidance on the factors that must be taken into account when directors decide whether decisions and actions they are taking will promote the success of the company. These include:

- the likely consequences of any decision in the long term (as well as the short term);
- the interests of the company's employees;
- the need to maintain business relationships with suppliers, customers and others; and
- the impact of the company's operations on the community and the environment.

The above factors should be considered every time the board makes a decision to ensure that the decision being made is in the best interest of the Company.

Resolutions and decisions of Directors are to be made in accordance with the Articles.

B) THE RESPONSIBILITIES OF THE DIRECTORS OF THE COMPANY

Northern Star Academies Trust is governed and managed so as to comply with requirements and take account of the guidance set out by the DfE in the following documents and their successor publications:

- The NSAT Articles
- The NSAT Funding Agreement
- Supplementary Funding Agreements for Local Schools
- The Academies Financial Handbook
- The Academies Annual Account Direction
- The DfE Governance Handbook

The schools within NSAT comply with the Ofsted framework and aspire to become outstanding educational organisations.

The NSAT schools adopt NSAT Trust Core mission, vision and values and organisational principles.

The core purpose of governance is to provide confident, strategic leadership and to ensure robust accountability, oversight and assurance for financial and educational performance. The NSAT Board of Directors ensures it manages the three core functions of governance as described in the DfE Governance Handbook:

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

C) TERM OF OFFICE OF THE DIRECTORS

The term of office for Directors is four years except for the Chief Executive Officer (as ex-officio Director). They will be a Director as long as they hold the post of CEO. After their term of office Directors will retire, but may be reappointed or re-elected if they remain eligible and agree.

13. COMPLIANCE COMMITTEES OF THE BOARD

Audit Committee of the Board Delegations

The Audit Committee of the Board will be made up of:

1. One Director/ Trustee assuming the role of Chair
2. The remaining Directors

The role of the Audit Committee is to take delegated responsibility for:

1. The Internal and External Audit function and including the appointment of external advisors as necessary.

Remuneration Committee Delegations

The Remuneration Committee of the board will be made up of:

1. The Trust Chair
2. The Trust CEO (with careful consideration of conflicts of interest)
3. Two Directors

The role of the Remuneration Committee of the Board is to take delegated responsibility for:

1. Managing the Trust CEO's performance and remuneration
2. Making decisions related to specific pay bands for Trust staff that fall within recommended maximums and minimums as described in the School Teachers Pay and Conditions Document or the NJC Guidance
3. Managing the remuneration of higher paid staff and employed executive staff
 - Headteachers and Heads of School in Trust schools
 - The Chief Financial Officer
 - Employed executive staff

Discipline and Grievance Delegations

Formed from Directors or Local Governing Body members or other people identified by the Board for their particular skills and expertise, as necessary and taking these decisions delegated to it by the Board.

A) SPECIFIC DELEGATED AUTHORITY TO INDIVIDUAL STAFF

The following roles are described for clarification:

Chief Executive Officer (Accounting Officer)

Subject to the statements and directions of the Board, the CEO shall be responsible for;

1. Establish and implement the Trust's Mission, core purpose, vision and values
2. Establish a strategic plan and growth strategy for Northern Star Academies Trust to approve
3. Accounting for the Trust's activities to the RSC, DfE, EFSA and Parliament
4. Directing the work of the Central NSAT Team on behalf of the Board
5. Supporting and Performance Management of all the Trust's school's Headteachers
6. Reporting to the Board on the performance of each NSAT school

Chief Finance Officer

Subject to the statements and directions of the Board, the CFO shall be responsible for;

1. Implementing the Trust's Mission, core purpose, vision and values
2. Secure the commercial viability of the Trust ensuring it has the resources and systems to deliver and sustain educational excellence
3. Directing the work of the commercial aspect of the Central Services Team
4. Implementing the agenda set by the Audit Committee
5. Reporting to the Board on the corporate compliance of all NSAT schools and upon their commercial performance

School Headteacher

Subject to the statements and directions of the Board, the Headteacher shall be responsible for;

1. The leadership and management of their school in accordance with the delegated authority defined in Annex 5: Summary delegation of decision making authorities and responsibilities for good and outstanding schools
2. Attending meetings of the Headteacher School Improvement Group
3. Implementing the Trust's Mission, core purpose, vision and values and Trust systems for improvement established by the Board
4. Collaborating with other Trust schools to contribute to and receive the benefits of, Trust wide improvement systems and strategies
5. Implement the agreed policies and procedures set out by the Board and the LGB, this includes the implementation of all statutory regulations
6. Report on the performance of the schools
7. Advise the Board on strategic direction, forward planning and quality assurance
8. Facilitate the work of the LGB to ensure effective student, parental and community engagement
9. All such additional functions as may be assigned under the job description/contract of employment

14. LOCAL GOVERNING BODIES

The Directors will establish a Local Governing Body for each academy run by the Company.

A) THE ROLE OF THE LOCAL GOVERNING BODIES

Each Academy has a Local Governing Body whose role is to exercise leadership on behalf of the Company in the running of the individual academy. The Local Governing Body provides information to the Directors on the operation and success of the academy.

The purpose of having a Local Governing Body is to:

- support the Headteacher and senior leadership team to set high standards by planning for the academy's future and setting performance targets for the academy;
- monitor the effectiveness of the academy provision;
- monitor financial performance against Budget and the management of risks against the academy's risk register
- act as a 'critical friend' to the Headteacher and senior leadership team, offering support and advice;
- help the academy respond to the needs of parents and the community;
- help make the academy be open and accountable to the public for what it does;
- work with the academy on planning, developing policies and keeping the academy provision under review; and
- exercise the responsibilities and powers delegated to it by the Directors in partnership with the Headteacher and staff.

If the Local Governing Body has concerns about weaknesses in the academy it should

- 1) report them to the Directors via the CEO or relevant committee of Directors depending on the nature of the concern and
- 2) seek to support and address the perceived weakness with the Headteacher and senior leadership team.

B) KEY RESPONSIBILITIES OF GOVERNORS

It is the responsibility of the Local Governing Body to ensure that the academy complies with all policies and procedures established by the Directors, specifically:

- monitoring the performance of the academy;
- ensuring the quality of educational provision;
- evaluating student outcomes;
- overseeing the management of financial, physical and human resources;
- monitoring the performance of the academy against targets set and compliance with the Company's procedures; and
- raising any concerns and potential risks with the Directors.

Governors are expected to exercise reasonable care and skill, and be objective in carrying out their responsibilities.

C) FUNCTIONS DELEGATED TO THE LOCAL GOVERNING BODIES

To carry out its role the Local Governing Body will:

- Own and champion the vision and mission for the academy consistent with the Company's overarching vision, mission and objectives
- Encourage the highest standards of leadership and management at all levels with the academy. In doing this, the Local Governing Body will:
 - Support, advise and hold the Headteacher to account
 - challenge the leadership team
 - organise its own work.

It will also:

- Promote an ethos which positively develops pupils' spiritual, moral, social and cultural development.
- Recognise and celebrate achievement by pupils and staff of the academy.

The Local Governing Body will systematically and regularly monitor and evaluate the work of the academy in relation to:

Policy

- Ensuring that the Company's policies and procedures are followed and used to maximise achievement and effectiveness.

- Feedback to the Directors any perceived weaknesses in the Company’s policies and procedures and recommend development or amendment.

Student performance

- agreeing targets for student performance
- monitoring and evaluating progress against those targets
- monitoring and evaluating the effectiveness of the curriculum set for the academy
- agreeing policies which will enhance the quality of teaching and learning within the academy
- reporting to the Directors on the performance in a timely manner.

Self-evaluation

- reviewing the structure, personnel and performance of the Local Governing Body
- reporting to the Directors on the performance of the Local Governing Body in a timely manner.

Academy budgeting and business plans

- produce a business plan for the academy including setting projections and targets for 1 year (Budget) and 4 years (Financial Plan) for approval by Directors
- monitoring Budget performance against the business plan and reporting progress to the Directors as necessary.

Community Cohesion

- Ensuring the academy fulfils its statutory duties in relation to SEN and child protection
- ensuring the academy fulfil its statutory duties with regard to equality
- ensuring that the academy communicates well with parents and carers
- seeking good relationships with external bodies and community groups

These delegated functions are subject to modification for sponsored academies (see Annex 4 and 5).

D) COMPOSITION OF THE LOCAL GOVERNING BODIES

The composition of the Local Governing Body is at the discretion of the Directors.

The Directors’ main concern is to ensure the local governing bodies are highly effective in their role.

As a general rule the following guidance will be applied:

- Each Local Governing Body will be made up of a maximum of 9 Governors in the following categories
- Up to nine Governors appointed by the Directors
- Two staff representatives additional to the Headteacher
- The option of at least one executive director
- At least two parents or carers of pupils in the school
- The number in each category will be determined on an individual academy basis with the exception of the parent/carers Governors which must remain at a minimum of two.
- The number of Governors on any one Local Governing Body who are employed by or otherwise receiving any direct or indirect financial benefit from the Company (including the

Executive director) must not exceed one third of the total number of persons on the Local Governing Body.

- In the case of a sponsored academy the majority of Governors will be appointed by NSAT
- The Directors can appoint additional Governors onto any Local Governing Body at any time, including for a fixed period to add capacity in relation to a specific need.

The Directors reserve the right to remove Governors from office and change the governance structure.

As long as Governors have acted honestly, for the benefit of the academy, and reasonably, within the law and terms of their delegated powers, the Governors cannot be held personally liable for any liabilities incurred on behalf of the Company.

e) Rules of the Local Governing Bodies

The Rules for the Local Governing Bodies annexed to this Governance Handbook at Appendix 1 are incorporated into this Governance Handbook.

The Rules provide the constitution for the Local Governing Body

f) Scheme of Delegation

The Scheme of Delegation annexed to this Governance Handbook in Appendix 4 and 5 is incorporated into this Governance Handbook.

The Scheme of Delegation set out the powers the Local Governing Bodies may exercise on behalf of the Directors.

Annex 4 and 5 currently present the Scheme of Delegation for good and outstanding schools. A separate Scheme of Delegation for sponsored academies will be established and incorporated within this Handbook. Categorisation of an individual academy is confirmed by the Trust on entry.

g) Delegated decision making authorities and responsibilities

The levels of delegation annexed to this Governance Handbook at Annex 5 are incorporated into this Governance Handbook.

h) Committees of the Local Governing Bodies

Where appropriate each academy Local Governing Body will establish the following committees:

- Education Committee
- Finance and General Purposes Committee
- Discipline and Grievance committees*
- Appeals Committees*
- Complaints Committee*

*These committees are to be established as and when required with the membership and will be determined by the Local Governing Body.

i) Constitution of Committees

The committees set out above are established by the Governors with the membership, quorum and delegated powers indicated and subject to the following provisions:

- references to the chair shall include the vice-chair if the chair at the relevant time is disqualified or not available to serve as a member of the committee;
- the term of office of each member of a committee shall expire when s/he resigns, is replaced by a successor or ceases to be a Governor, whichever event occurs first;
- all authority delegated to a committee to incur either expenditure or a commitment to expenditure is subject to the condition that provision for that expenditure has been made in the budget approved by the Directors;
- each committee shall comply with any general directions and policies approved by the Directors; and
- action taken under delegated powers shall be reported as soon as practicable to the Local Governing Body.

The chair of each committee shall be the person so designated by the Governors in appointing its members. If the Governors should omit to make such a nomination, the committee shall be empowered to appoint its chair at the first meeting of the year. The chair of the Governors is authorised to discharge any function of the Governors if the delay of calling a meeting would be likely to be seriously detrimental to the academy, to a student, to a parent or to an employee.

The Discipline and Grievance Committee, Appeals Committee and Complaints Committee will be constituted for each specific issue and accession from amongst those Governors who are eligible and available to attend.

15. REGISTER OF BUSINESS AND PECUNIARY INTERESTS

Each Member, Director, Governor of a Local Governing Body and senior member of staff is required to complete a Register of Business & Pecuniary Interests return form. Completed declarations must be returned to the Company Secretary of the Trust. The protocol for declaring business interests is annexed to this Governance Handbook at Appendix 6.

Appendix Table

- Appendix 1 - Rules of the Local Governing Bodies
- Appendix 2 - Code of Conduct for the Local Governing Body
- Appendix 3 - Equality within the Company
- Appendix 4 - Scheme of Delegation to Local Governing Bodies
- Appendix 5 - Summary delegation of decision making authorities and responsibilities
- Appendix 6 - Register of Business interests (Part A)
- Appendix 7 - Register of Business and Pecuniary Interests (Part B)
- Appendix 8 - Governor Acknowledgement
- Appendix 9 - Overview of Corporate Structure and Governance

Signed as true copy of the Governance Handbook:

.....
Signature

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Print Name

.....
Date