

Scheme of Governance, Management and Delegation

**Lumen Learning Trust
November 2023**

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1 Introduction

- 1.1 This Scheme of Governance, Management and Delegation (the "**Scheme**") has been made by the directors (the "**Directors**") of The Lumen Learning Trust (the "**Academy Trust**") in exercise of the powers conferred on them under the Academy Trust's Articles of Association (the "**Articles**").
- 1.2 The purpose of the Scheme is to set out a framework under which the Academy Trust is governed and managed, and in particular:
 - 1.2.1 how the Directors work together effectively;
 - 1.2.2 the relationship between the Directors, the local governing bodies ("**LGs**") and the executive; and
 - 1.2.3 how the Directors ensure compliance with the various legal and regulatory requirements placed on them.
- 1.3 This Scheme shall be reviewed by the Directors annually and in the context of such review, the Directors shall have regard to any new legislation or guidance affecting the provisions of these documents.
- 1.4 This Scheme may be altered, added to or repealed by a majority resolution of the Directors or by the Members of the Academy Trust in a general meeting.
- 1.5 A copy of this Scheme shall be given to the Members of the Academy Trust, every Director, each Local Governor, the Executive Principal, the Headteachers, Head of Finance and Operations, the Company Secretary and the Responsible Officer now and in the future on appointment.

2 The Academy Trust

- 2.1 The Academy Trust is responsible for the following academies (the "**Academies**") which together form the Trust, which consists of the following schools:
 - 2.1.1 Saxon Primary School;
 - 2.1.2 The Echelford Primary School;
 - 2.1.3 Riverbridge Primary School and
 - 2.1.4 Walton Oak Primary School
 - 2.1.5 Darley Dene Primary School
- 2.2 The Academy Trust has entered into a master funding agreement made under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (the "**Funding Agreement**").
- 2.3 The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the DfE's Academy Trust Handbook (the "**Handbook**").
- 2.4 There are a number of roles involved in the running of any multi-Academy Trust and these are as follows:
 - 2.4.1 the Members;

- 2.4.2 the Directors;
- 2.4.3 the LGBs - each School has a Local Governance Board formed by the Directors as a committee of the Directors. The members of the Local Governing Bodies are called "**Local Governors**";
- 2.4.4 the Executive Principal ("**EP**") - the Chief Executive of the Academy Trust, who provides professional leadership, strategic management and direction for the Trust and the Academies;
- 2.4.5 the Headteacher of each School who have responsibility for the day-to-day running of that School.

3 Members

3.1 The role of the Members

- 3.1.1 Members are members of the Academy Trust for the purposes of the Companies Acts.
- 3.1.2 In simple terms the Members "own" the Academy Trust. They have a number of statutory rights including the right to appoint and remove Directors, the right to amend the Articles (subject to DfE and Charity Commission approval in certain circumstances) and the right to receive the annual accounts.
- 3.1.3 The Members do not have any specific duties imposed on them. The Members are required to provide a 'guarantee' such that if the Academy Trust were to be wound up and the assets did not meet all of its liabilities, they would be asked to contribute £10.

3.2 The appointment of the Members

- 3.2.1 Members are appointed in accordance with Articles 12 to 17 of the Articles of Association.
- 3.2.2 On appointment, all Members shall be required to complete a 'Consent to be a Member' form (in the form set out in Appendix 1) and the Secretary shall update the register of Members as appropriate. Companies House does not need to be notified.

4 Directors

4.1 Capacity of Directors

Each Director is:

- 4.1.1 a director of the Academy Trust: the directors are responsible for the governance and supervision of the Academy Trust and its committees (including LGBs) and executives (including the EP and Headteachers); and
 - 4.1.2 a charity trustee with responsibility for protection of the assets of the Academy Trust.
- 4.2 In simple terms, the Directors "manage" the affairs of the Academy Trust and are responsible for its day to day running.

4.3 **The appointment of Directors**

- 4.3.1 The Directors shall be appointed in accordance with Articles 46 to 50 of the Articles of Association.
- 4.3.2 On appointment, all Directors shall be required to:
- (a) complete a Director Declaration (in the form set out in Appendix 1);
 - (b) complete an AP01 form for submission by the Secretary to Companies House.
- 4.3.3 The Secretary shall update the register of Directors in the statutory books.

4.4 **Constitution of the Board of Directors**

- 4.4.1 The Articles require there to be a minimum of three Directors (although the number of Directors is not subject to any maximum).
- 4.4.2 The constitution of the Board of Directors is set out in the Articles. The Board is constituted as follows:
- (a) Up to 9 directors appointed by the Members;
 - (b) the Executive Principal;
 - (c) a number of Co-opted Directors (appointed by Directors who are not themselves Co-opted Directors).
- 4.4.3 In accordance with the Articles, the Directors shall elect a Chairman and Vice Chairman from among their number each academic year.

4.5 **Meetings of Directors**

- 4.5.1 The Directors shall hold at least three meetings in every school year.
- 4.5.2 All meetings of the Directors shall be convened and conducted as provided by the Articles of the Academy Trust.
- 4.5.3 Each meeting of the Directors shall, in respect of the Schools and the Academy Trust cover the following:
- (a) a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
 - (b) whether adequate financial monitoring of budgets and activities is being undertaken;
 - (c) progress on any action identified to improve financial arrangements;
 - (d) significant contracts proposed to be entered into;
 - (e) details of any significant matters affecting:
 - (i) staff;
 - (ii) pupil's welfare or education; and

(iii) assets.

4.5.4 The Chair of the Directors shall prepare an annual plan for the meetings of the Directors.

4.6 **Accountability of Directors**

The Directors are chiefly accountable to:

4.6.1 the beneficiaries of the Academy Trust (students at the Academies and their parents) and also to the local community for the quality of education and pastoral care at the Academies and for matters of health and safety and for safeguarding and promoting the welfare of the students;

4.6.2 the Department for Education ("DfE"), the Education and Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;

4.6.3 the Secretary of State (in his role as Principal Regulator in respect of charity matters) to operate the Academy Trust for the public benefit and for the prudent management of the Academy Trust and its financial efficiency and for compliance with legislation including charities legislation;

4.6.4 the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and

4.6.5 other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

4.7 **Powers, functions and responsibilities of Directors**

4.7.1 The business of the Academy Trust shall be managed by the Directors, fulfilling a largely strategic role, who may exercise all of the powers of the company, as set out in the Articles of Association.

4.7.2 As directors of the company and charity trustees, the Directors have a number of duties as responsibilities towards the management of the Academy Trust and its finances. In summary, the Directors are responsible for:

- (a) the carrying on of the Academy Trust in accordance with the Objects of the Academy Trust as set out in the Articles and safeguarding the assets of the Academy Trust;
- (b) the running of the Academies and for directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles of Association and the Funding Agreements (including the Handbook);
- (c) ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- (d) financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each School including guidance on financial systems and controls and accounting and reporting requirements;

- (e) setting standards of conduct and values and monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- (f) risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- (g) ensuring that the Academy Trust and the Academies are conducted in compliance with the general law.

4.7.3 The Directors are required to:

- (a) act together and in person and not delegate responsibility of the Academy Trust to others;
- (b) act strictly in accordance with the Academy Trust's Articles of Association;
- (c) act in the Academy Trust's interests only and without regard to their own private interests;
- (d) manage the Academy Trust's affairs prudently;
- (e) not to take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- (f) take proper professional advice on matters on which they are not themselves competent.

4.7.4 The Directors should also hold the EP and the Headteachers accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

4.7.5 The Directors shall have regard to the Treasury publication "Guidance on Codes of Practice for Board Members of Public Bodies" including "The Seven Principles of Public Life", which shall be circulated to all Directors.

4.8 **Delegation of Powers of Directors**

4.8.1 The Directors may delegate such of their powers or functions that they can legally delegate and which they consider it would be desirable to delegate.

4.8.2 The Directors must not delegate any of their powers listed in Appendix 3 (the "**Reserved Matters**").

4.8.3 Delegation can be made to:

- (a) Trust Committees (committees with functions related to the Trust) including a Business and Management Committee;
- (b) the LGBs;
- (c) any Director holding executive office (including the EP);
- (d) the Headteachers.

4.8.4 However, every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

4.9 Risk management

4.9.1 SORP 2005 (the statement of accounting practice which charities must comply with) and the Charities (Accounts and Reports) Regulations 2008 require the Directors to make a statement in their annual report which confirms the major risks to which the Academy Trust is exposed (as identified by the Directors) have been reviewed and that systems have been established to mitigate those risks.

4.9.2 The Directors are therefore responsible for:

- (a) identifying the major risks that apply to the Academy Trust, including:
 - (i) operational risks (employment issues, health & safety, fraud, service quality and development etc.);
 - (ii) financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
 - (iii) external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
 - (iv) regulatory risks (compliance with legislation, changes in policies of the regulators etc.);
- (b) making decisions (based where appropriate on advice from the EP, the Head of Finance and Operations and professional advisors) as to how to respond to those risks; and
- (c) making appropriate statements regarding the management of risks in the annual report.

4.9.3 The Business and Management Committee shall prepare:

- (a) a risk management policy;
- (b) a contingency and business continuity plan;
- (c) a fraud policy;
- (d) a whistle-blower policy;

for approval by the Directors.

4.9.4 The Business and Management Committee shall prepare a risk register for approval by the Directors along with a procedure by which the risk register shall be subject to regular review and made available to all staff. The risk register shall have named individuals assigned to manage each area.

4.10 The management of conflicts of interest

4.10.1 All Directors are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- (a) all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
- (b) interests of related persons such as parents, spouses, children, personal and business partners where influence could be exerted by that person over a Director or member of staff.

4.10.2 The Company Secretary shall be responsible for maintaining a register of business interests including nil returns.

4.10.3 Each meeting of the Directors shall include a standing agenda item for those attending to declare any changes to their declarations of interest.

4.10.4 No Director shall receive any payment for their work as a Director, other than payment of out reasonable out of pocket travel, accommodation and other expenses, which shall be subject to the prior written approval of Chairman of Directors.

5 The Governance Professional and Clerk to the Directors

5.1 In accordance with Article 81, the Directors shall appoint a Governance Professional and Clerk to the Directors, for such remuneration as they may determine, who shall report to the Chairman of Directors and the Board as a whole.

5.2 The Clerk works closely both with the Chairman of Directors and Vice-Chairman and with the Chairman of the Business and Management Committee. The Clerk is responsible for drawing up the agenda for meetings of the Board of Directors and its committees, after consultation with the Chairman and the EP, and for ensuring that the Board of Directors meets its legal obligations in relation to the corporate administration of the Charity.

5.3 The Clerk acts as secretary to the Directors and their committees and causes minutes to be taken of those meetings.

5.4 The Clerk shall ensure that, in accordance with the Funding Agreement:

5.4.1 that the following documents are made available for inspection by any interested party at the School and, as soon as is reasonably practicable.

- (a) the agenda for every meeting of the Directors
- (b) the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting
- (c) the signed minutes of every such meeting; and
- (d) any report, document or other paper considered at such meeting.

6 The Company Secretary Role

6.1 The Company Secretary role will be provided by the clerk and other members of school staff, according to appendix 1.

7 The Responsible Officer

7.1 In accordance with the Handbook, the Directors shall appoint:

- (a) an appropriately qualified and experienced individual (not on the Academy Trust staff) with the necessary financial interest and skills to be able to perform the role competently to the post of Responsible Officer ("**RO**").

7.1.2 The RO post is intended to provide an independent oversight of the Academy Trust's financial affairs. The main duties of the RO are to provide the Directors with ongoing independent assurance that:

- (a) the financial responsibilities of the Directors are being properly discharged;
- (b) resources are being managed in an efficient, economical and effective manner;
- (c) sound systems of internal financial control are being maintained;
- (d) financial considerations are fully taken into account in reaching decisions; and
- (e) appropriate risk management procedures are in place.

7.1.3 The Directors shall approve a system of checks to be carried out each year by the RO, on the recommendation of the Business and Management Committee / Audit Committee in accordance with the Handbook. The RO shall provide the Directors/ the Business and Management Committee with a written report after each checking session¹.

7.1.4 The system of checks shall include:

- (a) review of monthly bank reconciliations;
- (b) review of monthly payroll;
- (c) check of a sample of orders to delivery notes and invoices;
- (d) check of a sample of payments to invoices, orders and delivery notes;
- (e) review of a sample of expense claims;
- (f) review of returns to the Education and Skills Funding Agency;
- (g) spot checks of petty cash;
- (h) review of all major contracts and ensuring formal tendering procedures exist and are being adhered to.

7.1.5 The guidance set out in the Handbook shall be issued to the RO.

8 Committees

8.1 The Directors may appoint committees with functions related to the Trust. The constitution, membership and proceedings of any committee shall be determined by the Directors under terms of reference.

- 8.2 Each committee shall be chaired by a Director.
- 8.3 Membership of a committee may include persons who are not Directors provided that (with the exception of the LGBs which are referred to in para 9 below) a majority of the members of the committee are Directors.
- 8.4 Except in the case of a LGB, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
- 8.5 The Directors shall ensure that they receive adequate feedback on the work of any committees.
- 8.6 Committees will act in an advisory capacity to the Directors, except where powers have been specifically delegated to them by the Directors. The specific committees to be appointed are as follows:
- 8.6.1 Business and Management Committee;
 - 8.6.2 Audit Committee – the Trust uses a bought-in internal audit service, with the report and actions shared with the Business and Management Committee for review and follow up
 - 8.6.3 HR and Strategy Committee
 - 8.6.4 Staffing Committee – part of the HR and Strategy Committee;
 - 8.6.5 Premises and Health and Safety – part of the Business and Management Committee;
 - 8.6.6 Pay Committee – to include overview of Performance Management;
 - 8.6.7 Education Committee: responsible for the overall achievement of the educational standards and student welfare;
 - 8.6.8 Admissions Committee – responsible for setting the directives for managing in-year admissions
- 8.7 The terms of reference of each committee of the governing body must be approved by the full governing body and reviewed at least once in every twelve months. They provide the sole, agreed framework within which each committee operates.

9 Local Governing Bodies

- 9.1 The Funding Agreement requires the board of Directors to establish a Local Governance Boards (also referred to as an 'Advisory Body') in respect of each school to provide advice to the Directors on the functioning of that school.
- 9.2 Membership of the Local Governance Boards must include a minimum of two elected / appointed parents of a pupil at the school and up to two staff local governors.
- 9.3 The Local Governance Boards is a committee of the main board of Directors which operates under terms of reference - these terms of reference will confirm what powers the Directors have delegated to the Local Governance Boards.
- 9.4 The Local Governance Boards is made up of individuals who may or may not also be Directors.
- 9.5 Each LGB shall comprise a maximum of 11 members ("**Local Governors**") to include:

- 9.5.1 the Headteacher/s of the relevant School;
 - 9.5.2 the EP (meeting attendance at the discretion of the EP);
 - 9.5.3 two elected / appointed parents/guardians of a current student at the School;
 - 9.5.4 two elected / appointed staff governors employed at the School; and
 - 9.5.5 such other members as the Directors decide.
- 9.6 Each LGB shall have a Chairman and a Vice Chairman. The Chairman shall be appointed by the Directors and shall serve in such capacity for 2 years. The Vice-Chairman shall be appointed by the Directors and shall serve in such capacity for 2 years.
- 9.7 The functions and proceedings of the LGBs shall be subject to regulations (or "constitution and terms of reference") made by the Directors. The constitution and terms of reference of the LGBs are set out in a separate document which may be amended by the Directors from time to time.

10 The Executive Principal

10.1 Appointment and accountability

- 10.1.1 The EP is appointed by the Directors and is an ex-officio Director.
- 10.1.2 The EP will report to the Directors and shall comply with any reasonable direction by the Board of Directors when acting on the Academy Trust's behalf.

10.2 Role and responsibilities

- 10.2.1 The role of the EP is to: See Appendix 5 = EP Job Description
- 10.2.2 The EP shall have authority to direct the Headteacher in relation to operational and educational standards matters, particularly with regard to improving educational standards and matters which could adversely affect the financial or reputational position of the Trust.
- 10.2.3 The EP will formulate aims, objectives, policies and targets for the Directors to consider, and will report to the Academy Trust on progress at each meeting.
- 10.2.4 The EP is responsible for preparing a policy for the curriculum and for reviewing the policy every school year; this will be done in consultation with the respective Headteacher/s.
- 10.2.5 The Directors may delegate such specific powers as they consider are required by the EP for carrying out the above responsibilities.

11 The Deputy Executive Principal

11.1 Appointment and accountability

- 11.1.1 The DEP is appointed by the Directors.
- 11.1.2 The DEP will report to the Directors and shall comply with any reasonable direction by the Board of Directors when acting on the Academy Trust's behalf.

11.2 Role and responsibilities

- 11.2.1 The role of the DEP is to: see Appendix 6 DEP Job Description
- 11.2.2 Broadly, the DEP is responsible for:
- (a) internal organisation, management and control of each of the Academies;
 - (b) advising on and implementing the Academy Trust's strategic framework;
 - (c) the implementation of all policies approved by the Directors; and
 - (d) School Improvement
- 11.2.3 The DEP shall have authority to direct the Headteacher in relation to operational and educational standards matters, particularly with regard to improving educational standards and matters which could adversely affect the financial or reputational position of the Trust.
- 11.2.4 The DEP will formulate aims, objectives, policies and targets for the Directors to consider, and will report to the Academy Trust on progress at each meeting.
- 11.2.5 [The DEP is responsible for preparing a policy for the curriculum and for reviewing the policy every school year; this will be done in consultation with the respective Headteacher/s].
- 11.2.6 The Directors may delegate such specific powers as they consider are required by the DEP for carrying out the above responsibilities.

12 The Principal Finance Officer (Head of Finance and Operations)

- 12.1 The Head of Finance and Operations shall be the Principal Finance Officer for the purposes of the Handbook. In accordance with the Handbook, the Head of Finance and Operations is responsible for, along with a wider remit, the following responsibilities:
- 12.1.1 the day to day management of financial issues;
 - 12.1.2 the management of the Academy Trust's financial position;
 - 12.1.3 the maintenance of effective systems of internal control;
 - 12.1.4 ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.
- 12.2 The Head of Finance and Operations is responsible for guiding the Directors on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.
- 12.3 The Head of Finance and Operations shall report to the Directors and the Business and Management Committee at least termly.
- 12.4 The DfE strongly recommends that the Principal Finance Officer is a CCAB qualified accountant, or equivalent.

13 Financial Regulations Policy Suite

- 13.1 The Finance Policy Suite, which shall be prepared by the Head of Finance and Operations, shall be adopted by the Directors normally on the recommendation of the Business and management Committee.
- 13.2 The purpose of the Finance Policy Suite is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.
- 13.3 The Finance Policy Suite shall include:
- 13.3.1 'Finance Authorisation Levels' which shall confirm the delegation of authority to key individuals up to a specified value;
 - 13.3.2 appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
 - 13.3.3 a competitive tendering policy for larger purchases; and
 - 13.3.4 a capitalisation limit for assets.
- 13.4 The Head of Finance and Operations shall be responsible for preparing a policy for the disposal of assets for approval by the Directors with a view to ensuring the best possible value is obtained from any disposal.

14 Budget approval

- 14.1 The Directors shall be presented with a balanced budget for the year to 31 August for submission to the Education and Skills Funding Agency by 30 June or within six weeks of receipt of the final funding letter.
- 14.2 The Head of Finance and Operations shall be responsible for:
- 14.2.1 establishing a written procedure and timetable, for setting a budget in advance of each academic year;
 - 14.2.2 setting the annual budget (including the assumptions on which it is based) for approval by the Directors and for monitoring progress against it during the year;
 - 14.2.3 ensuring that all significant in year amendments to budgets are properly notified to the Directors for approval. The Business and Management Committee shall determine the appropriate thresholds and procedures for this;
 - 14.2.4 reporting to the Directors on the accuracy of the assumptions which have been used; and
 - 14.2.5 reporting to the Directors on the key financial performance indicators included in the budget.
- 14.3 The Directors shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.
- 14.4 The Directors shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

15 The Headteacher of the Academies

- 15.1 The Executive Principal shall appoint the Headteachers of the Academies.
- 15.2 The Headteacher are responsible to the EP for:
- 15.2.1 the internal organisation, management and control of his/her respective School,
 - 15.2.2 the implementation of all policies approved by the Directors that relate to his/her respective School; and
 - 15.2.3 for the direction of the teaching and implementation of the curriculum at their respective School.
- 15.3 The Directors may delegate such additional powers and functions as they consider are required by each of the Headteachers to enable them to carry out the above responsibilities.

16 The EP as Accounting Officer

- 16.1.1 The EP shall have the role of "Accounting Officer" in respect of the Academy Trust.
- 16.1.2 The Accounting Officer is personally responsible to the Directors for ensuring:
- (a) regularity and propriety - i.e. dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
 - (b) prudent and economical administration, which is concerned with securing value for money;
 - (c) avoidance of waste and extravagance;
 - (d) efficient and effective use of available resources; and
 - (e) the day to day organisation, staffing and management of the Academies.
- 16.1.3 Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Board of Directors (or the LGB) or the Chairman is contemplating a course of action which the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement, the Academies' Development Plans or other documents setting out the financial duties of the Directors or of any other rules governing the conduct of the Directors), or would not represent prudent or economic administration, or the efficient or effective discharge of the Directors' functions. The Handbook describes what action should be taken in these circumstances.
- 16.1.4 The EP as Accounting Officer may delegate or appoint others, such as the Head of Finance and Operations, to assist in carrying out these responsibilities.

17 Staff appointments and Performance Management

- 17.1 The EP shall be appointed by the Directors.
- 17.2 The Head of Finance and Operations and the Deputy EP shall be appointed by the Directors in consultation with the EP.

- 17.3 The Senior Leadership Team at each School shall be appointed by the EP following consultation with the respective Headteacher/s.
- 17.4 The teaching staff at each School shall be appointed by the respective Headteacher/s following consultation with the EP.
- 17.5 The support staff at the Academies shall be appointed by the Headteacher/s following consultation with the EP / DEP.
- 17.6 The performance management of the EP shall be carried out by the Academy Trust though the Performance Management Committee.
- 17.7 The performance management of the Head of Finance and Operations and the Deputy EP shall be carried out by the EP who shall make recommendations to Pay Committee for approval.
- 17.8 The performance management of the Headteacher/s shall be carried out by the EP in consultation with the Chairman (or failing that the Vice-Chairman) of the relevant LGB. The EP shall then make recommendations to the Pay Committee for approval.
- 17.9 The performance management of all other employees will be carried out by the relevant leadership team, as appropriate, with moderation provided by the EP /DEP. Pay recommendations are made to the EP, with consideration of the process by the Directors Pay committee.
- 17.10 The Academy Trust is responsible (through the Pay Committee) for establishing a written performance management policy to govern implementation of teacher and support staff performance management following consultation with staff; (such consultation may be carried out by the EP on behalf of the Academy Trust).
- 17.11 The Academy Trust must review the performance management policy each year and ensure each year that all staff are consulted.
- 17.12 The Academy Trust must make a copy of the policy available to each School, any of the staff, anyone inspecting the Academies' performance management system or to an authorised external adviser.

18 Interpretation

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

19 Approved version

- 19.1 This Scheme of Governance, Management and Delegation was approved and adopted by a resolution of the Directors passed at a meeting held on 25.11.2022 and has effect from 25.11.2022.

20 Date of next review

- 20.1 This Scheme shall be reviewed by the Directors no later than 2023.

Appendix 1 Consent to be a Member

The Lumen Learning Trust (the "Company")

I hereby consent to being a Member of the Company.

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

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

provided that such amount does not exceed £10.

Signed

Full name

Address

.....

.....

.....

.....

Date

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

The Lumen Learning Trust: a company limited by guarantee

Company registration number: 08670599

Registered office: Saxon Primary School, Briar Road, Shepperton, Middlesex, TW17 0JB

Appendix 2 Director declaration

The Lumen Learning Trust (the "Company")

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

Signed

Full name

Address

.....

.....

.....

.....

Date

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

The Lumen Learning Trust: a company limited by guarantee

Company registration number: 08670599

Registered office: Saxon Primary School, Briar Road, Shepperton, Middlesex, TW17 0JB

Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity trustees or trustees of a charity

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

Case A

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

Case B

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

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

Case C

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

Case D

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

- (a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- (b) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

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

Case F

P is subject to—

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

[Case G

P is subject to—

- (a) a moratorium period under a debt relief order under Part 7A of the Insolvency Act 1986; or
- (b) a debt relief restrictions order or interim order under Schedule 4ZB to that Act.]

Note: text in square brackets indicates a provision has been modified by the introduction of a new section or sub-section i.e. the section did not form part of the Act when it was first enacted.

Appendix 3 Reserved Matters

The Reserved Matters are:

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

Appendix 4 Terms of Reference for LGBs

Appendix 5 Executive Principal Job Description (Currently under review and this appendix will be updated once the new description is finalised. Note added November 2022)

Executive Principal

Job Description

JOB PURPOSE:

- To deliver and sustain educational excellence across the schools of the Academy Trust

ACCOUNTABLE TO:

- The Directors, Lumen Learning Trust

JOB ROLE:

- Strategic direction of all schools in the Trust
- Establish the Trust as a centre of educational excellence and success, developing partnerships with pupils, parents, the local community and key stakeholders including the DfE and local councils
- Lead and motivate the staff across the schools, particularly the Leadership teams, setting clear and aspirational goals
- Challenge educational underachievement and inspire children to reach their full potential
- Lead the organisational and educational change necessary to sustain success
- Lead development of the learning environment and facilities of each school
- Ensure the efficient and effective management of all resources

KEY TASKS:

Strategic Development

- Work closely with the Trust's Directors to develop and communicate a clear strategic vision for the successful development of the Trust e.g. consideration of providing further school to school support and the development of an Initial Teacher Training Programme
- Establish policies and plans to deliver the strategy
- Implement and maintain school improvement plans and self-evaluation procedures
- Develop a clear and progressive staffing strategy
- Motivate staff to achieve targets set
- Instil a culture of common accountability in all staff for pupil progress and attainment
- Ensure all statutory requirements are met

Teaching and Learning

- Advocate and develop innovative ways of teaching and learning to meet the needs of all pupils through the continuing development of a broad, balanced and stimulating curriculum
- Provide a sound foundation for pupil's learning and monitor progress carefully
- Ensure a wide range of opportunities for children to give them confidence in their ability to take on new challenges, raise aspirations and increase self-belief
- Encourage the creative use of ICT to support teaching and learning
- Provide a safe and healthy environment in which pupils' happiness and welfare can be nurtured
- Foster a lively and welcoming atmosphere in which high standards of behaviour encourage learning and social development
- Report three times a year on the Trust's educational performance to the Trust Directors

Leading and Managing Staff

- Enable the Deputy Executive Principal or other suitable person to assume responsibility for the discharge of the Executive Principal's functions as necessary
- Lead and manage the Headteacher of each school
- Lead and manage the Trust's Head of Finance and Operations
- Support the Headteachers in
 - their leadership of staff in the achievement of the highest professional standards
 - Engaging all staff in the process of meeting those standards, enabling and encouraging ownership and involvement
 - Encouraging continuous professional development, monitoring the induction and development of staff through regular appraisal
 - Leading the recruitment and appointment of new staff
- Ensure and enhance effective working relationships across the schools of the Academy Trust
- Demand the sharing of best practice
- Encourage continuous professional development, monitoring the induction and development of staff through regular appraisal
- Lead the recruitment and appointment of new staff

Communication and Partnership

- Develop and maintain effective partnerships with parents and carers, pupils, directors, the local community and other key stakeholders
- Make maximum use of staff in all schools demonstrating capacity and the expertise of directors on the Board
- Ensure that positive, helpful communication is maintained with parents at all times through newsletters, annual reports, parents' evenings, and other informal Opportunities

Resource Management

- With the support of the Trust's Head of Finance and Operations, advise the Trust Directors on the formulation of the annual budget
- Plan and manage all educational activity within the budget
- Monitor the agreed budget regularly and ensure effective use of all resources
- Manage the learning environment and all facilities to ensure the needs of the curriculum and health and safety requirements are met

Safeguarding

The Lumen Learning Trust is committed to safeguarding and promoting the welfare of children and young persons at all times. The Executive Principal will be responsible for promoting and safeguarding the welfare of all children for whom they are responsible, or with whom they come into contact, in accordance with the Trust's Safeguarding Policy.

Equal Opportunities

The Executive Principal will be responsible for ensuring compliance with the Equalities Act 2010.

Health and Safety

The Executive Principal will be responsible for ensuring compliance with the Trust's Health and Safety policies under the Health and Safety work Act 1974. They will ensure the safety of all parties in premises or sites controlled by the Trust by ensuring compliance of procedures are observed at all times under the provision of safe systems of work through a safe and healthy environment and including such information, training instructions and supervision as necessary to accomplish these goals.

Appendix 6 – DEP Job Description (Currently under review and this appendix will be updated once the new description is finalised. Note added November 2022)

Deputy Executive Principal

Job Description

JOB PURPOSE:

- To support the Executive Principal in delivering and sustaining educational excellence across the schools of the Lumen Learning Trust

ACCOUNTABLE TO:

- The Executive Principal

JOB ROLE:

To support the Executive Principal in

- Establishing strategic direction of all schools in the Trust
- Establishing the Trust as a centre of educational excellence and success, developing partnerships with sponsors, pupils, parents, the local community and key stakeholders
- Leading and motivating the staff across the schools, particularly the Leadership teams, setting clear and aspirational goals
- Challenging educational underachievement and inspiring children to reach their full potential
- Leading the organisational and educational change necessary to sustain success
- Leading development of the learning environment and facilities of each school
- Ensuring the efficient and effective management of all resources

KEY TASKS:

Strategic Development

- Work closely with the Executive Principal and the Trust's Directors to develop and communicate a clear strategic vision for the successful development of the Trust e.g. consideration of providing further school to school support and the development of an Initial Teacher Training Programme
- Support the Executive Principal in
 - Establishing policies and plans to deliver the strategy
 - Implementing and maintain school improvement plans and self-evaluation procedures
 - Developing a clear and progressive staffing strategy
 - Motivating staff to achieve targets set
 - Instilling a culture of common accountability in all staff for pupil progress and attainment
 - Ensuring all statutory requirements are met

Teaching and Learning

- To assume interim leadership roles in individual schools across the Trust until such time as a substantive Headteacher can be appointed and during that time to be accountable under the Headteacher job description
- Lead by example in individual schools modelling high expectations in all aspects of provision
- Advocate and develop innovative ways of teaching and learning to meet the needs of all pupils through the continuing development of a broad, balanced and stimulating curriculum
- Provide a sound foundation for pupil's learning and monitor progress carefully
- Ensure a wide range of opportunities for children to give them confidence in their ability to take on new challenges, raise aspirations and increase self-belief
- Encourage the creative use of ICT to support teaching and learning
- Provide a safe and healthy environment in which pupils' happiness and welfare can be nurtured
- Foster a lively and welcoming atmosphere in which high standards of behaviour encourage learning and social development
- Support the local governance of schools where interim leadership roles are taking place

Leading and Managing Staff

- Perform any function of the Executive Principal in their absence including:
 - Leading and managing the Headteacher of each school, the Head of Finance and Operations for the Academy Trust
 - Supporting the Headteachers in their leadership of staff in the achievement of the highest professional standards
 - Engaging all staff in the process of meeting those standards, enabling and encouraging ownership and involvement
 - Ensuring and enhancing effective working relationships across the schools of the Academy Trust
 - Demanding the sharing of best practice
 - Encouraging continuous professional development, monitoring the induction and development of staff through regular appraisal
 - Leading the recruitment and appointment of new staff

Communication and Partnership

Supporting the Executive Principal in:

- Developing and maintaining effective partnerships with parents and carers, pupils, directors, the local community and other key stakeholders
- Making maximum use of staff in all schools demonstrating capacity and the expertise of directors on the Board
- Ensuring that positive, helpful communication is maintained with parents at all times through newsletters, annual reports, parents' evenings, and other informal opportunities

Resource Management

Supporting the Executive Principal in:

- Advising the Academy Board on the formulation of the annual budget
- Planning and managing all educational activity within the budget
- Monitoring the agreed budget regularly and ensure effective use of all resources
- Managing the learning environment and all facilities to ensure the needs of the curriculum and health and safety requirements are met

Safeguarding

The Lumen Learning Trust is committed to safeguarding and promoting the welfare of children and young persons at all times. The Deputy Executive Principal will be responsible for assisting the promotion and safeguarding the welfare of all children for whom they are responsible, or with whom they come into contact, in accordance with the Trust's Safeguarding Policy.

Equal Opportunities

The Executive Principal will be responsible for ensuring compliance with the Equalities Act 2010.

Health and Safety

The Deputy Executive Principal will support the Executive Principal in discharging her responsibility will for ensuring compliance with the Trust's Health and Safety policies under the Health and Safety work Act 1974. They will ensure the safety of all parties in premises or sites controlled by the Trust by ensuring compliance of procedures are observed at all times under the provision of safe systems of work through a safe and healthy environment and including such information, training instructions and supervision as necessary to accomplish these goals.