

Terms of reference for delegation to the Executive from the NEMAT Board

1 Introduction

- 1.1 The purpose of these terms of reference is to provide for the delegation of powers to the Executive Headteacher and to provide narrative around the relationship between the Trust Board and the Executive Team (as described in clauses 1.4 and 1.5) with a view to ensuring effective leadership and governance.
- 1.2 As set out in the Governance Charter, the relationship between the Trust Board and the Executive Team is characterised as a partnership to realise a common vision and a common purpose.
- 1.3 Over and above these principles, the Scheme of Governance, Terms of Reference and Decision Making Table (referred to as 'the Decision Matrix') provides clarity as to who are the decision makers for different levels of decisions.
- 1.4 The NEMAT "Executive Team" is the executive management arm of the Trust, focusing on operations and the educational performance of the Academies. They operate under the leadership and direction of the Executive Headteacher. The Executive Team works directly with the staff in each Academy and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.
- 1.5 The Executive Team includes the following posts:
 - 1.5.1 the Executive Headteacher;
 - 1.5.2 the Finance and Operations Director;
 - 1.5.3 the Headteachers of the Trust member schoolstogether with their respective teams.

2 The Executive Headteacher ("the EHT")

- 2.1 The Trust Board has appointed an EHT whose role is to provide professional leadership, strategic management and direction for the Trust and its Academies. The members of the Trust have further approved the appointment of the EHT as an ex-officio Trustee.
- 2.2 The EHT reports to the Trust Board and shall comply with any reasonable direction by the Trust Board when acting on the Trust's behalf.
- 2.3 Broadly, the EHT is responsible for:
 - 2.3.1 the internal organisation, management and control of the Trust;
 - 2.3.2 advising on and implementing the Trust's strategic framework;
 - 2.3.3 the implementation of all policies approved by the Trust Board; and
 - 2.3.4 any further item identified for the Executive Team under the Decision Matrix;subject to any restrictions made by the Trust Board.

- 2.4 The EHT will formulate aims, objectives, policies and targets for the Trust Board to consider, and will report to the Trust Board on progress at each meeting.

3 **The Executive Team**

- 3.1 In fulfilling his or her role, the EHT is assisted by the Executive Team, in particular:
- 3.1.1 Education performance management is overseen by the EHT;
 - 3.1.2 the day-to-day oversight and implementation of the budget is delegated by the EHT to the FOD; and
 - 3.1.3 the business plan development and policy coordination and its implementation is led by the EHT and the remainder of the Executive Team.
- 3.2 The EHT may delegate such functions across the Executive Team as he or she may reasonably consider appropriate.

4 **The Accounting Officer**

- 4.1 The EHT shall have the role of Accounting Officer as set out in the academies financial handbook ("**the Handbook**").
- 4.2 The role includes ensuring high standards of probity in the managements of public funds and in particular:
- 4.2.1 **value for money** – this is about achieving the best possible educational outcomes through the economic, efficient and effective use of resources.
 - 4.2.2 **regularity** – dealing with all items of income and expenditure in accordance with legislation, the terms of funding agreement and the Handbook, and compliance with the trust's internal procedures.
 - 4.2.3 **propriety** – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of parliamentary control
– this covers standards of conduct, behaviour and corporate governance.
- 4.3 Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trust Board (or a Regional Board/ a Local Governing Body) or the Chair of the Trust Board is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trust Board or of any other rules governing the conduct of the Trust Board), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trust Board's functions.
- 4.4 The Accounting Officer may delegate or appoint others, such as the Finance Director, to assist in carrying out these functions.

5 **Matters reserved to the Trust Board**

- 5.1 Matters which are expressly reserved to the Trust Board are set out in the 'Terms of Reference for the NEMAT Board of Trustees' or as otherwise specified in the Decision Matrix or as otherwise specified by the Trust Board.
- 5.2 In determining the division of roles between the Trust Board and the EHT (and the wider Executive Team), the Trust Board will have regard to the following principles:
 - 5.2.1 non-executive powers must be exercised by the Trustees personally and may not be delegated;
 - 5.2.2 except when it is impracticable to do so, executive powers should be delegated to the EHT, who may authorise further delegation; and
 - 5.2.3 every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

6 Reporting to the Trust Board

- 6.1 The EHT is responsible for the matters delegated to him or her by the Trust Board but the Trust Board retains responsibility for all strategic decisions in relation to the Trust, which the EHT will ensure are considered by the Trust Board.
- 6.2 In order to assist the Trust Board to safeguard and apply the Trust's assets in the most effective manner, the EHT will ensure that any significant or material matter that arises in the course of the Trust's operations is reported to the Trust Board, including in particular:
 - 6.2.1 *special risk management issues, including insurance limits*
 - 6.2.2 *the avoidance of wrongful or fraudulent trading*
 - 6.2.3 *any correspondence from a regulator of a negative nature*
 - 6.2.4 *matters which are fall within the Charity Commission's definition of 'serious incidents' which require a report to the EFA*
 - 6.2.5 *any matters which require referral to the Trust Board under the scheme of delegation of financial powers*
 - 6.2.6 *the acquisition of assets with a value in excess of £20,000 or the disposal of assets with a value in excess of £1,000*
 - 6.2.7 *investments and capital projects which are material in the context of the Trust's net assets or income and*
 - 6.2.8 *contracts which are not in the ordinary course of the Trust's operations.*
- 6.3 The EHT (or the EHT or a member of the Executive Team in his or her absence) shall:
 - 6.3.1 provide a report to the Trust Board in writing; and
 - 6.3.2 attend the Trust Board meeting to discuss the report, other relevant issues and answer questions.

6.4 The EHT shall maintain regular contact with the Chairman of the Trust Board between Trust Board meetings and share all relevant information with them concerning the welfare and good reputation of the Trust, the Academies and their community.

7 The relationship between the Trust Board and the EHT

7.1 It is the role of the Trust Board to act as a critical friend to the EHT. The relationship between the Trust Board and the EHT should be one of mutual trust, confidence and candour if the Trust is to succeed.

7.2 The Trust Board will support and oversee the work of the EHT and hold them accountable for the authority that is delegated to them and how they exercise it. The Trust Board will not without good cause and consultation (where practicable) interfere in the exercise of the EHT's executive powers and in particular, the role of the EHT in overseeing its work.

7.3 The Trust Board must ask the EHT questions that ought to be asked and to satisfy themselves that the Trust is being properly conducted. The EHT must give the Trust Board enough information to ensure they are fulfilling their duties properly and expeditiously.

7.4 The Trust Board must fully consider any views and proposals relating to any matter within the non-executive powers of the Trust Board which may be submitted to them by the EHT or another member of the Executive Team.

7.5 When exercising his professional judgement, the EHT acts not only as the chief executive officer of the Trust but as an advisor to the Trust Board. Accordingly, the Trust Board should follow the EHT's advice unless they have good reason not to do so.

7.6 The Trustees are entitled to trust the EHT and the wider Executive Team until there is reason to distrust them. However, the Trust Board should exercise reasonable supervision and ask questions that ought to be asked.

7.7 Any issues surrounding the performance of the EHT should be raised directly with the Chair of the Trust Board, and likewise, any concerns the EHT have over the Trust Board or one of its members should be raised with the Chairman (or the Vice-Chairman in the case of the Chairman).

8 Appraisal

8.1 The EHT's performance is appraised annually by Remuneration Committee under its terms of reference. The Remuneration Committee shall ordinarily consult with the Executive Team in relation to the performance of the EHT before the appraisal takes place.

9 Adoption and circulation

9.1 These terms of reference were approved and adopted by a resolution of the Trust Board passed at a meeting held on 14 September 2017 and take effect from 14 September 2017.

9.2 These terms of reference shall be circulated to the Trust Board, the EHT, the wider Executive Team and others at the discretion of the Chairman of the Trust Board.

10 Review

10.1 These terms of reference will be reviewed by the Trust Board annually.

HR Scheme of Delegation

The HR scheme of delegation identifies the following categories of senior staff:

- Executive Board – EHT, FOD, Headteachers of Trust Schools
- Headteachers

HR Scheme of Delegation

Post	Appointment, suspension, dismissal	Performance management
EHT	Trust Board (acting through a committee)	Trust Board (acting through the remuneration
Executive Board	Trust Board (acting through a committee) in consultation with the EHT	EHT with support from the remuneration committee
<i>Headteachers</i>	<i>Executive Team</i>	<i>Executive Team</i>