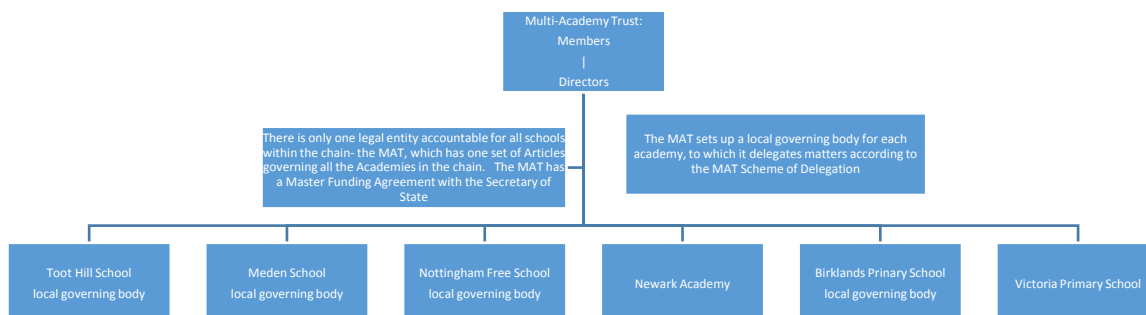


TAG Governance Structure: Delegation of Authority

Current TAG Trust governance structure:



Definitions: (From the 2016 Academies Financial Handbook)

The meaning of ‘member’

The members of an academy trust have a different status from the trustees. The members are the subscribers to the trust’s memorandum of association, and any other individuals permitted to become members under its articles of association. Members have an overview of the governance arrangements of the trust and have the power to appoint trustees and remove these trustees.

Members can amend the articles and may do so to support stronger governance arrangements. For details on making changes to the articles, including circumstances in which Charity Commission approval is required, please see the Charity Commission guidance CC36: Changing your charity’s governing documents.

While members can also be trustees, retaining some distinction between the two layers ensures that members, independent of trustees, provide oversight and challenge. This is especially important in multi-academy trusts in which trustees are responsible for a number of academies.

Academy trusts should be established with three members, although the Department for Education (DfE) encourages trusts to have at least five members in total, as this:

- *ensures enough members can take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity, and*
- *facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree)*

Governance structures in which members are also employees are not considered by DfE to be best practice. Members must not be employees of the trust unless permitted by their articles of association. The latest model articles do not allow members to be employees.

The meaning of 'trustee', 'director' and 'governor'

In [the Academies Financial] handbook there are frequent references to trustees. This is the same body of people as both the directors of the company and the 'governors' of a single academy trust; these words are used interchangeably.

They are the people responsible under the academy trust's articles of association for controlling its management and administration. They have responsibility for directing its affairs, and for ensuring that it is solvent, well-run, and delivering the trust's charitable outcomes for the benefit of the public.

Single academy trusts have members and trustees. Multi-academy trusts have different governance arrangements because they are established to oversee and manage more than one academy. They typically have members, trustees, and local governing bodies. Individuals who sit on a local governing body at a constituent academy in a multi-academy trust may not necessarily be trustees of that overall trust, but can have duties delegated to them by the trustees.

Individuals must ensure that they fully understand their duties as company directors and charity trustees. The duties of company directors are described in sections 170 to 181 of the Companies Act 2006. The role and duties of charity trustees are described by the Charity Commission in their guidance 'CC3: the essential trustee: what you need to know, what you need to do'.

Local Governing Body

From the Torch Academy Gateway Trust Articles of Association:

Interpretation

m. "Local Governing Bodies" means the committees appointed pursuant to Articles 100-101 and 104 (and "Local Governing Body" means any one of these committees);

Committees:

100. Subject to these Articles, the Directors:

may appoint separate committees to be known as Local Governing Bodies for each Academy; and may establish any other committee.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors. Except in the case of a Local Governing Body, 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.

102. Not used.

103. Not used.

104. The functions and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time.

Delegation

105. The Directors may delegate to any Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered.

106. Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, [the Chief Executive Officer] or any other holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

Torch Academy Gateway Trust governance structure

The TAG Trust Board appoints a Secretary. This individual has the role of Company Secretary and Secretary to the Directors and acts as clerk to the Trustees. The Company Secretary produces, records and manages all Trust meeting documents (membership, delegations, register of interests, agenda, supporting documents, minutes etc). The Company Secretary convenes all Trust Board Ordinary and Special meetings and the Annual General Meeting, and circulates the requisite documents. The Company Secretary initiates Trust Board processes and liaises with the TAG Finance Manager and the Trust's appointed auditors to produce the Company/Governors Report & Accounts for the DfE/Companies House. Formal Trust business can only be enacted at these meetings.

The Company Secretary pre-schedules a calendar of the Trust Board termly Ordinary Meetings and AGM (in liaison with the Company Secretaries of Partner Trusts to avoid clashes). The Company Secretary convenes Special Meetings if required or requested by the Chair of the Trust Board or Executive Committee. From time to time 'Round Table' unofficial meetings may be convened to facilitate wider discussion of Trust strategy. No formal business may be conducted or agreed at this meeting but the Directors may wish to instruct the Company Secretary to include resulting items on forthcoming Trust Board agendas.

Procedures for convening and conducting meetings are governed by the Articles of Association *qv*.

Trust Board activity is regulated by the Articles of Association and the MAT funding agreement *qv*.

The Articles of Association permit the Trust Board to appoint whatever sub-committees they wish, according to recorded rules of their own devising. This is the basis for the appointment of the local governing body of each TAG Trust Academy.

The TAG Trust Academy Local Governing Bodies are regulated by the TAG Trust Scheme of Delegation of Powers which is produced by the Company Secretary and agreed by the TAG Trust Board, and then disseminated to local governing bodies as 'standing orders' at the outset of each academic year. It is supplemented by a 'Decision Planner' that gives a ready-reckoner of the local governing body powers and delegations.

Procedures for convening and conducting meetings are governed by the Torch Academy Gateway Trust Scheme of Delegation of Powers.

TAG Trust local governing body affairs are managed centrally by the Company Secretary who convenes meetings, produces agenda/minutes and circulates requisite documentation. The following records need to be kept locally by the PA to the HoS or other administrator:

- Governor Training Record
- Governor Visit Record
- Governor Register of Business Interests
- Senior Staff Register of Business Interests
- Governor Membership List

As these may need to be scrutinised by visiting Ofsted/DfE officers.

In certain circumstances the TAG Board may resolve to delegate the lgb role to an Interim Executive Board, membership to be invited as the TAG Executive deems appropriate, to support academy leadership and academy improvement pending the constitution of a Local Governing Body. Where possible and in the interests of continuity, preference will be given to the creation of a Local Governing Body. In either circumstances members of previously existing local governing bodies may be invited where appropriate.

Centralised Policies:

Finance & Regularity (with individualised Finance Regulations where applicable)
 HR & employment policies
 Health & Safety & Food Safety
 Admissions Arrangements
 Behaviour
 Child Protection & Safeguarding

The above policies, wherever drafted, require to be agreed at Trust level routed via the Executive Committee. Once agreed, the policies are circulated to local governing bodies by the clerk for their next termly meeting (downwards dissemination) and implemented by the Head of School via SLT → Staff training & induction.

There may be areas where individualised arrangements pertain to academies depending on specific circumstances e.g. admission arrangements might require variance depending on the location or nature of the academy. This is identified at local governing body level by the HoS (or a governor) and decisions taken accordingly re. adaptation to meet individual academy circumstances or needs.

Other policies may be drafted by individual academies according to need and individual circumstances: e.g. variations in behaviour policies or school administration of pupil needs. In this case the policy is agreed at SLT level and the HoS passes it to the clerk for the local governing body. The clerk will share the policy amongst HoS and it can be discussed at HoS meetings: other HoS may adapt an agreed policy for their own needs. This will lead to uniformity throughout the academies with the flexibility for adaptation to circumstances of a particular institution.

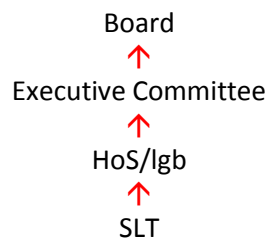
In some cases a policy thus initiated may be deemed suitable for TAG adoption. It will be identified at HoS meetings and passed to the Executive Committee for agreement, and thence to the Board for ratification. This gives a route for initiative and creativity at local school level and will augment the knowledge set of the directors.

Authority/Responsibility cascade: for TAG policies:

Board



Ratification route for policies initiated at academy level:



Statutory Policies/documents required for academies by education legislation:

Torch Policy: May not be amended/varied: TAG Board	May be adapted to fit individual academy	Variation/delegation (HoS/LGB)
Policy/Procedure/document	Review frequency	
Charging & Remissions	As required	No local variation
Whistleblowing	As required	No local variation
Gifts & Hospitality	As required	No local variation
Financial Regulations	As deemed by TAG Finance Manager	No local variation
Data Protection	2 years	No local variation
Freedom of Information	As required	No local variation
Central Record of recruitment & vetting checks	Live document	School-based
Health & Safety	As required	local arrangements may apply
TAG Behaviour Policy	As required	No local variation
Academy Behaviour Strategy	As agreed by Exec Committee	Local arrangements may apply
Home-School Agreement	As required	Local arrangements may apply
Sex Education	As required	No local variation
SEN	Annual update; changes to information asap	Local arrangements may apply according to Local Authority
Supporting Pupils with Medical Conditions	As required	Local arrangements may apply
(Disability/Equality) Accessibility Plan	3 years	Local arrangements may apply
Child Protection	Annually	Local arrangements may apply according to Local Authority
Early Years Foundation Stage (EYFS) (Primary)	Varies, see guidance	Local arrangements may apply
Admissions Arrangements	Determined Annually lgb	Local arrangements may apply

Complaints Procedure statement	As required	No variation
Equality Information & Objectives statement	4 years (publish annually)	No variation
Register of Business interests	Annually	No variation
Register of pupils' admission to school	Live document	School-based
Register of pupils' attendance	Live document	School-based
Staff Conduct, Discipline & Grievance	As required	No variation
Procedures for dealing with allegations of abuse against staff	As required	No variation
Other HR policies	As required	No variation

Finance

All Trust academies are part of the one legal entity (Torch Academy Gateway Trust) and subject to annual audit and Company Annual Report & Accounts and legal requirements. Financial controls are TAG-centred and directed. Individual academy finance administration is directed from TAG Central Services with local administration. The TAG Finance Manager produces the TAG Academy Financial Regulations. These must be followed by HoS/local academy administration.

GAG monies are directed to each academy and held in individual academy bank accounts. Central provision and services (e.g. HR/Finance/IT/Media/advertising/governance management and support) are charged at cost as part of the TAG Trust management fee and held in a separate budget to fund resources and salaries for central services staff. Academy budgets must be produced by the HoS in consultation with the TAG Finance Manager. Budgets and reports on financial performance are the business of the Trust Board and must be approved at Board level. Local academies have restricted spending authority. HoS must ensure Igb is aware of and involved with school financial management but final authority rests with the TAG Trust Board.

Partner academies are correspondingly managed by their own Academy Trust Board according to their own Funding Agreements. TAG Central Services can advise, train and support but cannot manage the finances of another Trust. TAG monies, resources and staff cannot legally be deployed for the benefit of another Trust/academy to the financial detriment of TAG: this is a breach of the Trustees' charitable purpose and duty.

HR

The TAG Trust is the employer of all Trust academy staff. All HR procedures and policies are directed from TAG Central Services in consultation with the Executive Committee and approved by the TAG Trust Board. Local governing bodies are required to sit on panels where necessary (reductions, grievance/discipline, appeals). SCD is determined annually by the HoS in consultation with the TAG Finance Manager and approved at Executive Committee level. All HR processes, normally directed by HoS, must adhere to TAG Trust HR Policies. Payroll/Pensions etc are administered locally but directed by TAG HR/Finance Central Services.

Partner academies are correspondingly managed by their own Academy Trust Board according to their own Funding Agreements. TAG Central Services can advise, train and support but cannot

manage the HR processes or dictates of another Trust. TAG monies, resources and staff cannot legally be deployed for the benefit of another Trust/academy to the financial detriment of TAG: this is a breach of the Trustees' charitable purpose and duty.

Central Services and the Management Fee

Administrative services are provided centrally by TAG to its academies and a management fee is applied to each academy at a pre-determined percentage of GAG on a non-profit basis. This charge will include insurance, governance services, financial management, HR management, marketing and estates management. Educational Support costs are also included in the management fee.