



PATHFINDER SCHOOLS

SCHEME OF DELEGATION

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PART 1 – INTRODUCTION & EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION

1. Pathfinder Schools (referred to herein as the “**Trust**”) is a multi-academy trust. It is responsible for the running of a number of schools/academies (referred to as the “**Schools**”), including schools designated as Church of England schools (the “**Church Pathfinder Schools**”).
2. Peterborough Diocesan Board of Education and the Peterborough Diocese Church Schools Trust (Company Number 7916201) is an ex officio Member of the Trust (the “**Diocesan Member**”), in recognition of the strategic partnership between Pathfinder Schools and the Diocesan Member. This partnership is designed to acknowledge and preserve the religious character of the Church Pathfinder Schools, including Church schools that operate under the authority of other Diocesan Boards of Education, who are required to operate in accordance with any guidance issued by the relevant DBE and who benefit from and contribute to the wider family of Church schools.
3. The Trust is a company limited by guarantee (Company Number 07670511) and a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
4. The Trust's constitution is set out in its **Articles of Association**, which delegate responsibility for the governance and management of the Trust to the **Trustees**.
5. The Trustees have put in place this Scheme of Delegation to provide clarity as to the roles and responsibilities of those involved in the governance and leadership of our Schools and to provide a framework for how decisions are made.
6. The purpose of good governance is to:
 - 6.1 determine the vision and values of the Trust;
 - 6.2 support leadership in determining and fulfilling the strategic direction of the Trust;
 - 6.3 hold leadership to account and ensure staff well-being; and
 - 6.4 oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.
7. An overview of the governance structure is set out in the attached structure chart.
8. The **Members** of the Trust oversee the Board of Trustees (the “**Trust Board**”), holding the Trustees to account and ensuring that the values and ethos of the Trust are upheld and the distinctiveness, including any religious character, of the Schools is preserved.
9. The Trust Board is the accountable body within the Trust and is responsible for the good governance of the Trust and all Pathfinder Schools.
10. The Trust Board delegates aspects of governance and the day to day oversight of school leadership to individual Pathfinder School local governing bodies (referred to as the “**Local Governing Body**”).

11. To ensure effective collaboration and the dissemination of good practice, headteachers meet regularly as a **Leadership Board** and some strategic decision making responsibility is vested in this group.
12. A Governance Board has also been formed made up of the Chairs of the Local Governing Bodies, the purpose of which is to support collaboration and provide an opportunity to consider the impact of the Trust as a whole and how we are meeting the needs of our communities, with the view to supporting the Trust Board in making strategic decisions about the future priorities for Pathfinder Schools.
13. A Summary of Key Delegated Responsibilities is attached.
14. A **Leadership and Governance Decision Planner** is attached to aid swift decision making.
15. This Scheme of Delegation applies to all Pathfinder Schools. Its effective date is noted on the first page and it will be reviewed from time to time by the Trust Board. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Trustees to act freely and in the best interest of the Trust, in so far as the Trustees are able they agree to abide by the provisions of it and will consult the Local Governing Bodies on any significant changes.
16. In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trust Board will have regard to and give due consideration of any views of the Diocesan Member (and any relevant Diocesan Board of Education), whose consent must be obtained (and will not be unreasonably withheld) in relation to any change which affects the religious character of the Church Pathfinder Schools, namely:
 - 16.1 the composition and membership of the Local Governing Body;
 - 16.2 the appointment of the Headteacher;
 - 16.3 its ethos, mission statement and religious character;
 - 16.4 the use of any land and the carrying out of any works to land;
 - 16.5 the raising and use of any voluntary funds;
 - 16.6 admissions;
 - 16.7 the teaching of religious education and the provision for collective worship; and
 - 16.8 the carrying out of inspections and the exercise of any rights to intervene in the running of the Church Pathfinder Schools.
17. This Scheme of Delegation is formed of a number of component parts, effectively comprising a Pathfinder Schools governance and leadership handbook. By way of summary, it contains or references the following:
 - 17.1 This Introduction and Executive Summary: Purpose of the Scheme of Delegation;
 - 17.2 The Trust's Governance Principles: Vision and Values

- 17.3 Governance and Management Structure: Roles and Responsibilities
- 17.4 Supervision and Intervention: Accountability
- 18. Appended to this Scheme of Delegation are the following:
 - 18.1 Trustee and Governor Core Competencies and Codes of Conduct
 - 18.2 Leadership and Governance Decision Planner
 - 18.3 Tables of Key Delegated Responsibilities
 - 18.4 Local Governing Body Terms of Reference
 - 18.5 Trust Board Committee Terms of Reference:
 - Local Governing Body
 - Finance/Audit/Risk
 - Standards/Intervention/School Improvement
 - Pay and Performance
 - Safeguarding and Inclusion
 - Leadership Board
 - Governance Board (Chairs)
 - 18.6 Trust Structure Chart

PART 2 - GOVERNANCE PRINCIPLES: VISION & VALUES

19. Purpose

Pathfinder Schools is a growing family of schools, built on a commitment to the development of the children and young people in the communities we serve. Pathfinder Schools exists to deliver the very best educational outcomes for every learner. Based upon a foundation of independence, we empower young people to broaden their horizons and open their minds to new opportunities.

20. Vision

At the heart of every Pathfinder School is the belief that life is about more than success; it's about greatness. The secret to finding this greatness lies in our everyday actions that make life more fulfilling and more rewarding for us and those around us.

21. Values

Our purpose

Our Trust is a growing family of schools, built on a commitment to the development of the children and young people in the communities we serve.

We exist to deliver the very best educational outcomes for every learner. Based upon a foundation of independence, we empower young people to broaden their horizons and open their minds to new opportunities.

Our vision

At the heart of every Pathfinder School is the belief that life is about more than success; it's about greatness. The secret to finding this greatness lies in our everyday actions that make life more fulfilling and more rewarding for us and those around us.

Together we want to develop inspirational schools which instil independence, humanity and collaboration in every learner, enabling them to find the greatness within them.

Our values

Our values stand at the very core of everything. They are the centre from which all we do and say radiates, guiding the way that we work together.



22. Principles Underpinning Our Scheme of Delegation

22.1 Mutual Respect and Distinctiveness

Each of the Pathfinder Schools is unique and serves its community. We will seek to preserve and protect each School's distinctiveness and will be respectful of each School's respective ethos and mission. Pathfinder Schools work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil our purpose, vision and values, recognising that each Pathfinder School has both strengths and weaknesses. In so far as practicable, those with leadership and governance responsibilities will strive for consensus in decision making.

22.2 Transparency

All those involved in the running and oversight of Pathfinder Schools will be open and honest in their dealings with each other, at all times acting in good faith and recognising the value of independence and separation in relation to decision making.

22.3 Subsidiary and Earned Autonomy

Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of solidarity and support for the common good, avoiding unnecessary bureaucracy and aiming in so far as possible to make changes to established practices only where it can be demonstrated there is a reasonable need and in order to learn from experience or adapt to changing circumstances. We have adopted a policy of earned autonomy and where governance responsibility is delegated appropriate decision making authority will be given. The parameters of such authority will be clear and those to whom responsibility is given will be required to report to those who retain overall responsibility and accountability.

22.4 Solidarity

All those with responsibility for Pathfinder Schools share a particular commitment to the mutual support of each and every Pathfinder School, especially those that are in need of assistance at any particular time.

22.5 The Common Good

We recognise our responsibility towards the common good, not just of our Pathfinder Schools, but of the families and communities served by our Schools. The Trustees will ensure that common action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.

PART 3 - GOVERNANCE & MANAGEMENT STRUCTURE: ROLES & RESPONSIBILITIES

26. Overall Structure

- 26.1 The nature of Pathfinder Schools, as a company having responsibility for a number of Schools, means there are many governance and management layers.
- 26.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no day to day management responsibilities.
- 26.3 Decision making and accountability rests with the “**Trustees**”, who are trustees for charity law purposes and company directors registered with Companies House. The Trustees are personally responsible for the actions of Pathfinder Schools and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of education and the expenditure of public money. The Trustees are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Trustees meet as a board of Trustees (the “**Trust Board**”).
- 26.4 The Trustees delegate aspects of governance and the day to day oversight of school leadership to individual Pathfinder School local governing bodies (referred to as the “Local Governing Body”).
- 26.5 Other committees established by the Trust Board may be tasked with fulfilling particular functions or advising the Trustees on strategic matters.
- 26.6 To encourage collaboration and develop local leadership capacity particularly with the view to improving and sustaining standards of teaching and learning and deciding strategic vision, a “**Leadership Board**” has been formed comprising each of the Headteachers of the Pathfinder Schools and those with executive responsibilities within the Trust. Some decision making responsibility may be delegated directly to the Leadership Board or otherwise to the Headteachers by the Trust Board or the respective Local Governing Body.
- 26.7 A diagram setting out the Trust’s **Governance Structure** and a summary of how key decisions are made (the “**Leadership and Governance Decision Planner**”) are attached.

27. Role of Members

- 27.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled. Whilst the Members have limited legal and financial responsibility for the affairs of the Trust, the Department for Education recommends that there is some distinction between the Members and the Trustees as “this enables members who are independent of the trustees to provide challenge and scrutiny to the board” (Governance Handbook October 2020).

- 27.2 The Members have responsibility for appointing and removing Trustees. This will be undertaken in accordance with any policy or practice adopted by the Trust from time to time.
- 27.3 The Church Pathfinder Schools are encouraged to operate in accordance with guidance suggested by the Diocesan Member (or other relevant Diocesan Board of Education) and will benefit from and contribute to the wider family of Church schools.
- 27.4 The Trust Board reports to the Members.

28. Role of Trustees

- 28.1 The Trustees have overall responsibility and ultimate decision making authority for Pathfinder Schools, including decisions about growth and vision. The Trustees have the power to direct change where required.
- 28.2 There are no “terms of reference” for the Trust Board as the detail for the organisation of meetings of the Trustees is set out in the Articles of Association. These determine meeting frequency, quorum and the appointment of a chair and vice chair. For ease of reference, the Trust Board is required to meet at least 3 times a year and quorum for any meeting is the greater of 3 and a third of the Trustees appointed at any one time.
- 28.3 A summary of the key responsibilities of the Trustees is set out in the attached **Table of Key Delegated Responsibilities**.
- 28.4 All Trustees must comply with the Pathfinder Schools **Trustee Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.

29. Role of Governors

- 29.1 The role of a Governor within Pathfinder Schools is an important one. In developing a governance structure, we have sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Governing Bodies for each of the Pathfinder Schools (or in Boards where Schools are working closely together), for the most part made up of individuals drawn from our Pathfinder Schools’ community, both as elected and appointed members.
- 29.2 Those serving on the Local Governing Body are accountable to the Trustees and must ensure that at all times they act in good faith and in the best interests of Pathfinder Schools, exercising reasonable care and skill having particular regard to personal knowledge and experience.
- 29.3 As a matter of general principle, the Local Governing Body will adopt and will comply with all Pathfinder Schools’ policies and will comply with any direction issued by the Trust Board and have due regard to any advice given by the Trust Board and/or the Pathfinder Schools Members.
- 29.4 A summary of the key responsibilities of the Governors is set out in the attached **Table of Key Delegated Responsibilities**. For the purposes of contracting with third parties, the Local Governing Body has authority to act to fulfil its responsibilities and make the decisions it is authorised to make as set out in the Leadership and Governance Decision

Planner and the Trust's Financial Regulations Manual (which will be compliant with the Education & Skills Funding Agency's **Academies Financial Handbook**).

- 29.5 All Governors must comply with the Pathfinder Schools' **Governor Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.
- 29.6 Terms of Reference regulating the composition of the Local Governing Body and how it conducts business are also appended to this Scheme. No change is expected to be made to the Terms of Reference to any Church Pathfinder School without the approval of the Diocesan Member.

30 Committees and Further Delegation

- 30.1 Terms of Reference for the other committees established by the Trustees, including the Leadership Board and Governance Board, are appended to this Scheme of Delegation.
- 30.2 The Local Governing Bodies may also establish sub-committees to help conduct business and guidance may be provided by the Trust Board from time to time to ensure good governance.
- 30.3 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme and in particular the relevant Terms of Reference is likely to lead to a removal of delegated authority. No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local Governing Body (or other committee) which would have been valid if that alteration or withdrawal had not been made.
- 30.4 As a matter of general principle, all Local Governing Bodies of Pathfinder Schools will adopt and will comply with all Pathfinder Schools' policies and will comply with any direction issued by the Trust Board and have due regard to any advice given by the Trust Board and/or the Pathfinder Schools Members.

31. Executive Team

- 31.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive or management functions of the Trust. For the most part, this responsibility will fall on the Headteachers of the Pathfinder Schools, supported by their school leadership teams. Certain functions relating to the leadership and management of the Trust itself or which relate to the activities of more than one Pathfinder School will be undertaken by an "**Executive Team**", led by the "**Chief Executive Officer**" (a senior executive leader) and supported by the "**Chief Financial Officer**" (a senior officer with overall responsibility for the Trust's financial systems and procedures).
- 31.2 The Chief Executive Officer will be the "Accounting Officer" for the Trust, responsible to Parliament and to the Education & Skills Funding Agency's accounting officer for the financial resources under the Trust's control and to assuring Parliament of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.
- 31.3 The need for and size of the Executive Team will be determined by the Trust Board, in consultation with the Leadership Board, reflecting the degree of collaboration across

the Trust. Where possible, resources will be drawn from the Schools themselves rather than the use of external consultants or through recruitment.

- 31.4 The cost of the functions undertaken by the Executive Team or actions at the request of the Trust Board are generally funded on a fair and equal basis by all Pathfinder Schools by the contribution of a percentage of the central government funding provided for each School. This contribution will be set each year against a budget for the shared costs approved by the Trust Board in consultation with the Leadership Board and may vary according to the level of activities undertaken and costed on a menu type basis.
- 31.5 A summary of key leadership responsibilities is set out in the attached Table of Key Delegated Responsibilities.

32. Financial Delegation

- 32.1 The Trust's financial procedures and authorisations are set out in the "**Financial Regulations Manual**". Except as provided for in this Scheme of Delegation and subject to the requirements and restrictions set out in the Financial Regulations Manual, budget responsibility is delegated to each Pathfinder School and expenditure will be authorised (in so far as necessary) and monitored by the respective Local Governing Body.
- 32.2 No Trust or School monies (whether or not authority to expend has been devolved to the Local Governing Body) shall be paid into any bank account other than a bank account authorised by the Trust's Chief Financial Officer.
- 32.3 The Trust is required to have in place systems to identify and properly manage risk. The Local Governing Body is expected to comply with any policy or guidance issued by the Trust (and the Secretary of State as the Principal Regulator) and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fund raising activities.
- 32.4 The Local Governing Body is expected to report to the Trust Board on the management of the funds which are its responsibility and will notify the Trust Board (or as directed) as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose Pathfinder Schools to any loss or claim, including but not limited to any event which might be covered by the Trust's insurance policy. Responsibility for managing any claims is given to the Chief Financial Officer.
- 32.5 The Trust Board will have regard to the interests of Pathfinder Schools as a whole when deciding and implementing any policy (including any reserves or contingency policy) or exercising any authority in respect of any one or all of the Pathfinder Schools. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any Pathfinder School is supported when the need arises and all Pathfinder Schools remain financially viable. Where this may have a significant financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Leadership Board and its views taken into account and considered in relation to the setting and implementation of any such policy.

33. Personnel

- 33.1 All staff are employed by Pathfinder Schools.

- 33.2 The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices, including acknowledging the Diocesan Member's advisory rights in connection with the appointment of any "reserve post" for a Church Pathfinder School. The responsibility for the appointment and performance management of staff is set out in the relevant Table of Key Delegated Responsibilities and the Leadership and Governance Decision Planner.
- 33.3 Any proposed changes to the staffing structure operated within a Pathfinder School must be approved first by the CEO, who may also require changes to be made, but who will consult first with the Local Governing Body before consulting more widely on any proposal. Changes of structure to the central executive team must be approved by the Trust Board.
- 33.4 Whilst the management of any claims and disputes involving staff (other than senior leaders) are expected to be dealt with at the local level in accordance with the Trust's Disciplinary Policy, the Trust Board should be kept informed and any advice or guidance issued by or on behalf of the Trust Board should be followed.

34. Premises

- 34.1 The day to day maintenance and care of the buildings and facilities used by a Pathfinder School is the responsibility of the respective Local Governing Body (with management responsibility being delegated to the Headteacher), who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trust (and/or any others) as owner of such buildings and facilities.
- 34.2 The Trust is required to have and to keep under review a long term estate management strategy that will identify the suitability of buildings and facilities in light of anticipated curriculum needs and projected pupil numbers. The Local Governing Body will work with the Trust Board to agree any capital priorities and the delivery of any significant capital project.
- 34.3 No disposal or acquisition of land will be undertaken without the consent of the Trust Board and not without the approval of the Diocesan Member (or other relevant Diocesan Board of Education) where it affects any Church Pathfinder School. Temporary use and short term lettings will be managed by the Local Governing Body, subject to any Pathfinder Schools lettings policy in place from time to time.
- 34.4 Any land used by a Church Pathfinder School which is owned by a relevant Diocesan Board of Education (or the Diocesan Board of Finance on behalf of the Diocesan Board of Education) or any other third party is occupied at the discretion of the owner subject only to the commitments made to the Trust in any supplemental agreement entered into between the Secretary of State, the Trust and the relevant Diocesan Board of Education, the Diocesan Board of Finance or other third party as the case may be.

35. Regulatory Matters

- 35.1 The responsibility to ensure that all Pathfinder Schools comply with all legal obligations and operate in accordance with any statutory guidance is a shared responsibility of the Trustees and the Governors, as well as leadership.
- 35.2 The Local Governing Body has authority to determine any appeals against admission and any decision by the Headteacher to exclude any pupil.

- 35.3 Any “significant change” proposed for a Church Pathfinder School must first be approved by the Diocesan Member (or other relevant Diocesan Board of Education and then the Trust Board).

PART 4 - SUPERVISION AND INTERVENTION: ACCOUNTABILITY

36. Notwithstanding the level of delegated responsibility to the Local Governing Body and leadership of each Pathfinder School, the Trustees remain legally responsible and accountable for all matters in connection with Pathfinder Schools and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
37. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved, with reporting taking such format as the Trust Board and the Local Governing Body shall agree from time to time.
38. As well as the legal or financial implications of any failure or wrongdoing, the reputational damage to Pathfinder Schools is a significant risk and concern.
39. As the day to day responsibility for the running of a Pathfinder School is delegated to the respective Local Governing Body (such responsibility being managed in practice by the Headteacher), the Trustees are removed from the operational risks and thus require the School to notify them (through the CEO) of the following:
 - 39.1 any event leading to loss of life or critical injury on the premises of the School or during an event off the premises organised or supervised by School staff;
 - 39.2 any sexual or violent or illegal act against a child committed by any person while on the School premises under any circumstances;
 - 39.3 the suspension or summary dismissal of any senior member of staff;
 - 39.4 any staffing decision that is likely to have a significant financial impact;
 - 39.5 any decision likely to incur significant unplanned expenditure not previously agreed in budget;
 - 39.6 any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the School alleging a breach of fire or health or safety law or regulations;
 - 39.7 any event that requires a formal hearing by a panel of representatives of the School or that results in the service of a legal notice or claim alleging a breach of employment law or regulations;
 - 39.8 notification of any Ofsted inspection.
40. Appropriate steps will then be taken to manage any situation, communicating as appropriate in the circumstances (having regard to the fundamental principle of transparency and openness).
41. The Local Governing Body acknowledges the need for and submits to any inspection by the Trustees or the Executive Team, or relevant Diocesan Authority for any Church Pathfinder School.

42. Where weaknesses are identified, either as a consequence of a fall in standards, a failure of governance and/or leadership or where there is any financial wrongdoing, the Trust Board expressly reserves the unfettered right to review or remove any (or indeed all) power or responsibility conferred on the Local Governing Body under this Scheme of Delegation.
43. The Trust's Leadership and Governance Decision Planner indicates relevant decision making authority which may be temporarily removed from a Pathfinder School when a formal support plan has been put in place (beyond the support which the Trust would normally provide or secure for any Pathfinder School). Decisions as to whether a School is "effective" or to be formally "supported" will be made by the Trust Board, who will have regard to any advice issued by the Executive Team.
44. If the Trustees resolve to suspend all delegated authority to a Local Governing Body, an executive or management board will be established to undertake the responsibilities of the Local Governing Body until such time as delegated authority can be restored. Any decision to do so and any appointments to the executive or management board will be that of the Trust Board, who may seek the advice and support of the Members if any external concerns are raised. Any appointments to an executive or management board put in place for a Church of England Pathfinder School must first be approved by the relevant Diocesan Board of Education.
45. Notwithstanding the above, the Trust Board and the Local Governing Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Trust Board or the Local Governing Body to react when standards are falling and/or there is evidence of financial imprudence exposing Pathfinder Schools to a threat of intervention. The Trust Board and the Local Governing Body in such circumstances make the following commitments to each other:
 - 45.1 to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State for Education as the Principal Regulator;
 - 45.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the School and to support each other in the implementation of those measures;
 - 45.3 to allow each other the opportunity to effect improvements at the School provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
 - 45.4 the Trust Board shall not exercise any power to suspend or remove the Headteacher without first discussing with the Chair of the Local Governing Body the need to ensure that such power is being exercised appropriately and proportionately.



PATHFINDER SCHOOLS

TRUSTEE CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

As a charity and company limited by guarantee, Pathfinder Schools (the “Trust”) is governed by a Board of Trustees (the “Trustees”). The Trustees have overall responsibility and accountability. The Board is the ultimate decision making authority for the Trust but has delegated the day to day management of the business and the responsibility for the running of the Schools to those officers of the Trust with executive and leadership responsibilities. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Trustees have established Local Governing Bodies to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. Further detail can be found in the Pathfinder Schools Scheme of Delegation.

The Trust is an exempt charity whose principal regulator is the Secretary of State for Education. Whilst this means the activities and constitution of the Trust are primarily determined by the Department for Education, nevertheless the Trust is subject to company law and charity law and occasionally the jurisdiction of the Charity Commission. The Trustees therefore have both responsibilities as directors of a company and trustees of a charity.

Legal Duties of the Trustees

The trustees of a charity have a fiduciary duty to act in good faith in the best interests of the charity. This duty includes a responsibility to do the following:

- To ensure compliance with any legal obligations;
- To report on the charity's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP);

- To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association) and to act in a way which is compliant with the rules of the charity contained in the Articles;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- To act prudently in the financial management of the charity, avoiding putting any assets, funds or reputation of the charity at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the charity is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

Where trustees are also directors, there is an obligation under company law to avoid conflicts of interest and to act prudently. There are specific legal duties where a company is insolvent or there is a threat of insolvency. More detail can be found in the ESFA's [Academy Trust Handbook](#) and Trustees must be especially careful where they may have a personal interest in a matter which involves the Trust. Trustees must comply with the Trust's Conflict of Interest policy which will also address any specific requirements regarding trading with connected parties.

Trustees must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Trustees to serve on the Board.

Other than in relation to any Trustee who is employed by the Trust (not as a Trustee but to fulfil an executive function), the role of a Trustee is unpaid (except for the reimbursement of reasonable expenses). No specific qualifications are required and Trustees must be aged 18 or over.

Trustees are appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Director is to be appointed for more than 3 terms of office.

Specific Duties of the Trustees

The specific tasks and responsibilities of the Trustees (and the Trust Board) are as follows:

- hold governance accountability;
- determine strategic vision and overarching strategic plan;
- provide strategic leadership and governance;
- provide challenge and support to strategic personnel and senior leaders;
- develop and decide strategic and operational policies;
- facilitate collaboration;
- co-ordinate and oversee shared services and resources;
- develop and oversee the implementation of Trust development plan and School action plans;
- approve performance benchmarks;
- determine curriculum priorities;

- approve overall Trust budget and School budgets;
- monitor expenditure in accordance with appropriate authorisations;
- oversee financial governance and risk management;
- determine the Trust's reserves/contingency policy;
- ensure appropriate insurance or risk cover is put in place;
- undertake recruitment and performance management of strategic personnel and senior leaders;
- develop shared staff training programmes and opportunities for professional development;
- support the development and building of leadership and governance capacity at school level;
- develop and implement a Trust wide site and asset management strategy;
- oversee any significant capital expenditure and building projects;
- approve of all funding applications;
- decision maker for all appeals.

Individual Trustees may be given primary responsibility for particular functions such as audit and financial management, HR, Trust policies and procedures, School liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Trustees are expected to use their skills and experience in the fulfilment of their duties. A formal job description and contract will be required for any Trustee with executive responsibility (e.g. the "chief executive officer").

Core Competencies and Skills

The following are the core competencies and skills expected of all Trustees:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the Pathfinder Schools vision and ethos and the contribution made by all in fulfilment of the Trust's objects and purpose;
- To understand the Pathfinder Schools policies and procedures and how these flow down to the Schools;
- To support Pathfinder Schools in public and act as a Pathfinder Schools ambassador;

- To commit to training and skills development;
- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan [Seven Principles of Public Life](#).

Personal Qualities and Values

The role of a Trustee is challenging but should be rewarding. Trustees are expected to be held in high regard and to provide an example to others. As such, Trustees will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims of and objectives of the Trust;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by any foundation or trustee body or any specific conditions imposed by the Members of the Trust.

Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. There are additional expectations of its Chair and Vice Chair and these are appended to this Code of Conduct.

A regular skills audit will be undertaken and Trustees should expect to be able to articulate their contribution to the success of Pathfinder Schools.

Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Trustees satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

Removal of a Trustee

Any concerns regarding a Trustee's behaviour and actions which may impact adversely on the Trust or fellow Trustees will be addressed either by the Chair of the Trust or the Members of the Trust. Except where changes to the Trust Board are made for operational reasons for example to address skills shortages or to satisfy the requirements of any foundation or trustee body or the

Members of the Trust, steps to remove a Trustee for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Trustee displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Trustee has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Trustee are significantly detrimental to the effective operation of the Trust Board or the Trust more widely, distracting the Trust Board from its core strategic functions and/or the actions of the Trustee interfere with the operational efficiency of the Trust or any of its Schools thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

Any steps to remove a Trustee for personal reasons will be communicated to the Trust Board and the Trustee concerned will be given an opportunity to make representations (in writing or verbally) at a meeting at which his or her removal is being considered. The power to remove a Trustee is vested in the Trust's Members and it is not expected that the written details of the case against the Trustee will be provided.

Any decision to remove will be made in accordance with the Trust's Articles of Association and applicable law. Any right of appeal will be subject to applicable law.

Review

This Trustee Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

Date Adopted: 13th January 2020

Appendix – Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the Trustee body. Regard may be had to any recommendations from the executive and from the Members of the Trust, including any foundation or sponsor body.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

Specific Duties

The Chair's specific duties are to:

- Provide a clear lead and direction for the Trust Board in formulating and delivering the Pathfinder Schools vision and purpose;
- Build an effective team, attracting individuals to the Trust Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to work of the Trust and driving school improvement across all Pathfinder Schools;
- Ensure new Trustees are properly introduced to the work of the Trust and the Trust Board and to support their development as effective and valued members of the Trust Board maximising their contribution to the Trust in doing so;
- Work closely with the chief executive officer to ensure there is proper challenge and encouragement of Trustees, executive officers and those with leadership responsibilities;
- Provide direct support to the chief executive officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Trustees of this as often as necessary;
- Hold the Trustees to account, ensuring the business of the Trust Board is conducted efficiently and effectively, chairing meetings ensuring all Trustees have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Trust Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Trust Board as necessary;
- Act as a focal point and advocate for the Trust Board, liaising as necessary with any regulatory body, the Local Governing Bodies and those representing the wider community.

Specific Responsibilities

As the guardian of the Trust Board's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by executive officers is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Trust Board are held regularly and there is a clear agenda which has been communicated to all Trustees which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Trust Board is conducted as openly and transparently as possible;
- That decisions taken by the Trust Board are implemented and not circumvented;
- That Trustees adhere to the Trustee Code of Conduct and that the Chair takes appropriate and firm action where this appears not to be the case;
- That the Trust Board undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Trust Board remains focussed on the Trust's key strategic priorities and that individual Trustees either as a group or committee or as individuals do not seek to become overly involved in operational matters;
- There is proper and adequate succession planning;
- That any complaints about the Trust, the actions of the Trust Board or an individual Trustee or the chief executive officer are dealt with in a timely and effective manner.

Additional Skills

As well as the skills required of a Trustee, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise;
- Ability to chair meetings and encourage the participation of others;
- Ability to build and lead a team;
- Leadership or managerial experience;
- Ability to delegate;
- Ability to mediate.



PATHFINDER SCHOOLS

GOVERNOR CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

Pathfinder Schools (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”). The Trustees have overall responsibility and accountability. The Board is the ultimate decision making authority for the Trust. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Trustees have established Local Governing Bodies to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. The **Governors** serving on these Local Governing Bodies are answerable to the Trustees and the appropriate Diocese in relation to any Church Pathfinder School. The main functions of the **Local Governing Body** are to:

- ensure the School meets the needs of its community;
- protect the School's character and distinctiveness;
- support teaching and learning to ensure high quality provision;
- safeguard pupil and staff well-being; and
- ensure the School works within its budget.

Further detail can be found in the Pathfinder Schools Scheme of Delegation.

Duties of the Governors

Whilst Governors are not trustees or directors of the Trust and therefore are not subject to the normal legal responsibilities of charity trustees, Governors are expected to act in good faith in the best interests of the Trust and all Pathfinder Schools. This means Governors have a responsibility to do the following when dealing with matters for the School of which they are a Governor:

- To ensure compliance with any legal obligations;

- To act in a way which is compliant with the charitable object of the Trust, its Articles of Association and the Scheme of Delegation;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any Trust or School funds or assets;
- To act prudently in the financial management of the School, avoiding putting any assets, funds or reputation of the School or the Trust more widely at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the School is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

Governors are expected to undertake all the usual functions of governance, including serving on panels established to consider matters such as exclusions, disciplinary action and appeals. There is specific emphasis on the duties on Governors to avoid conflicts of interest and to act prudently in the ESFA's [Academy Trust Handbook](#) and Governors must be especially careful where they may have a personal interest in any matter involving Pathfinder Schools. Governors must comply with the Trust's Conflict of Interest policy, which is referenced in the Scheme of Delegation.

Governors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Body. All Governors are subject to the same duties, irrespective of how or why they were appointed i.e. whether elected as a Parent Governor or appointed by the Local Governing Body.

The role of a Governor is unpaid (except for the reimbursement of reasonable expenses). No specific qualifications are required and Governors must be aged 18 or over.

Governors are ordinarily appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Governor is to be appointed for more than 3 terms of office. Exceptions are with Trust Board approval or where authority is contained elsewhere in the governing instruments of the trust.

Specific Duties of the Governors

The specific tasks and responsibilities of the Governors (and the Local Governing Body) are as follows.

- decide the School's strategic vision and uphold the School's distinctiveness and unique character, in harmony with the Trust's strategic vision and ethos;
- support senior leadership team generally and with specific emphasis on pupil monitoring and analysing progress data to ensure the curriculum meets the needs of all pupils;
- support the fulfilment of any School action plan, focussing particularly on funding and resources necessary to meet the required performance targets;

- oversee expenditure ensuring the School works within its budget and implements the Trust's risk and financial management policies ensuring probity, prudence and efficiency;
- support the senior leadership team in the development and review of an appropriate staffing structure;
- where appropriate, support the headteacher in the recruitment and performance management of senior personnel;
- responsible for staff welfare and well-being, supporting the senior leadership team in monitoring absence and sickness;
- promote collaboration with other schools in the Trust;
- contribute to the development and review of school policies (e.g. admissions, pupil behaviour, safeguarding);
- provide advice and feedback to the Trustees, ensuring the School is meeting the needs of its community;
- undertake all and any appropriate community consultation;
- provide a point of contact for parents, carers and other members of the local community, maintaining an effective link to the wider community;
- evaluate its performance ensuring appropriate training and development so that knowledge, skills and behaviour are appropriate for a dynamic education environment.

Individual Governors may be given primary responsibility for particular functions such as standards/school improvement, budgets, safeguarding, community liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Governors are expected to use their skills and experience in the fulfilment of their duties.

Core Competencies and Skills

The following are the core competencies and skills expected of all Governors:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;

- To develop a deep understanding of the Pathfinder Schools vision and ethos and the contribution made by all in fulfilment of the Trust's objects and purpose;
- To understand the Pathfinder Schools policies and procedures and how these flow down to the Schools;
- To support Pathfinder Schools in public and act as a Pathfinder Schools ambassador;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan [Seven Principles of Public Life](#).

Personal Qualities and Values

The role of a Governor is challenging but should be rewarding. Governors are expected to be held in high regard and to provide an example to others. As such, Governors will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims of and objectives of the Trust;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by any foundation or trustee body or any specific conditions imposed by the Members of the Trust.

Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. There are additional expectations of the Chair and Vice Chair of the Local Governing Body and these are appended to this Code of Conduct.

A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of Pathfinder Schools.

Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Governors satisfy on an ongoing basis the legal requirements for charity trustees. Any changes of personal circumstances which may affect suitability to serve as a governor must be reported to the Chair of Governors and the Trust Board immediately. A list of disqualifying reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

Removal of a Governor

Any concerns regarding a Governor's behaviour and actions which may impact adversely on the Trust, the School or fellow Governors will be addressed either by the Chair of the Local Governing Body or the Trust Chair (or the Diocesan Member where the Governor serves on the Local Governing Body of a Church Pathfinder School). Except where changes to the Local Governing Body are made for operational reasons, for example, to address skills shortages or to satisfy the requirements of any foundation or trustee body or the Members of the Trust, steps to remove a Governor for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Governor displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Governor has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Governor are significantly detrimental to the effective operation of the Local Governing Body, the School or the Trust more widely, distracting the Local Governing Body from its core strategic functions and/or the actions of the Governor interfere with the operational efficiency of the School or the Trust thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

The decision to remove a Governor will be made by the Trust Board (or relevant Diocesan Board of Education as the case may be), who will consult both the School headteacher and the Chair of the Local Governing Body. Other than in exceptional circumstances, any decision to remove a Governor for personal reasons will be communicated to the Local Governing Body and the Governor concerned will be given an opportunity to make representations (in writing or verbally) at a meeting at which his or her removal is being considered. The power to remove a Governor is vested in the Trustees and it is not expected (or required by law) that the written details of the case against the Governor will be provided.

Review

This Governor Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

Date Adopted: 13th January 2020

Appendix – Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the Local Governing Body. Regard may be had to any recommendations from the Trust Board, including any foundation, trustee or sponsor body. If the Trust Board requires that its approval be sought to any appointment of the Chair and Vice Chair (which the Trustees are free to decide from time to time), then any appointment by the Local Governing Body will be subject to ratification by the Trust Board.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

Specific Duties

The Chair's specific duties are to:

- Provide a clear lead and direction for the Local Governing Body;
- Build an effective team, attracting individuals to the Local Governing Body with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to the School and the work of the Trust and who will provide a focus for driving up and maintaining high standards in the School;
- Ensure new Governors are properly introduced to the work of the Local Governing Body and the Trust more widely and to support their development as effective and valued members of the Local Governing Body maximising their contribution to the School and the Trust in doing so;
- Work closely with the headteacher of the School to ensure there is proper challenge and encouragement of Governors and the School's senior leadership team;
- Provide direct support to the headteacher of the School and to both the Trust Chair and chief executive officer of the Trust in relation to any recruitment and performance management of this role as well as the review of pay and conditions of service;
- Provide support to the Trust Chair and chief executive officer in any decision to suspend or discipline the headteacher of the School;
- Ensure that school improvement is the focus of all policy and strategy for the School, reminding Governors of this as often as necessary;
- Hold the Governors to account, ensuring the business of the Local Governing Body is conducted efficiently and effectively, chairing meetings ensuring all Governors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Local Governing Body's effectiveness to the Trust Board as required;
- Be available when there is a need to act quickly, taking, or supporting the School headteacher (and if need be any chief executive officer) in taking, urgent action and making decisions, subject to subsequent ratification by the Local Governing Body (and/or Trust Board if need be) as necessary;

- Act as a focal point and advocate for the Local Governing Body, liaising as necessary with any regulatory body, the Local Governing Body and those representing the wider community.

Specific Responsibilities

As the guardian of the Local Governing Body's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by the School headteacher is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Local Governing Body are held regularly and there is a clear agenda which has been communicated to all Governors which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Local Governing Body is conducted as openly and transparently as possible;
- That decisions taken by the Local Governing Body are implemented and not circumvented;
- That Governors adhere to the Governor Code of Conduct and that appropriate and firm action is taken where this appears not to be the case, including supporting the Trust Chair when removal of a Governor is required;
- That the Local Governing Body undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Local Governing Body remains focussed on its strategic purpose and that individual Governors either as a group or committee or as individuals do not seek to become overly involved in operational matters or seek to disrupt the work of the Trust;
- There is proper and adequate succession planning;
- That any complaints about the Trust or the School, the actions of the Local Governing Body or an individual Governor or the headteacher are dealt with in a timely and effective manner.

Additional Skills

As well as the skills required of a Governor, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise and delegate;
- Ability to chair meetings and encourage the participation of others, including mediate;
- Ability to build and lead a team;

- Leadership or managerial experience.

LEADERSHIP AND GOVERNANCE DECISION PLANNER

This decision planner is designed to work in conjunction with the formal Pathfinder Schools Scheme of Delegation. It provides a quick reference guide to how some of the important decisions within the Trust are to be made. Any discrepancies between this document and the Scheme of Delegation shall be construed in favour of the Scheme of Delegation, which will take precedence. The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (App)
- Propose (Pro)
- Develop (Dev)
- Monitor (Mon)
- Consulted (Con)
- Implement (Imp)

The governance and management layers within Pathfinder Schools are identified as follows:

1. Trust Members (the “**Members**”), NB: decisions asterisked affecting any Church Pathfinder School will need to be approved by the relevant Diocesan Board of Education
2. Trust Board of Trustees (the “**Board**”)
3. Local Governing Body (the “**LGB**”)
4. Trust Chief Executive Officer (or assigned member of the Executive Team) (“**CEO**”)
5. Headteacher/Head of School (“**HT**”)

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
1.	Governance and Vision						
1.1.	Approve any changes to Trust Articles of Association	App	Pro				
1.2.	Set Trust vision, culture and values		App/Dev			Dev/Pro	Con

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
1.3.	Approve any changes to Trust Scheme of Delegation*		App	Imp	Imp	Dev/Pro	Imp
1.4.	Establish or merge Local Governing Bodies*		App			Pro	Con
1.5.	Establish Trust Committees and determine terms of reference		App			Pro	
1.6.	Establish LGB Committees/Working Groups		Mon	App	App	Con	Imp
1.7.	Appoint Chair of Trust Board	Mon	App/Pro				
1.8.	Appoint Trustees	App	Pro				
1.9.	Remove Trustees	App	Pro				
1.10.	Appoint Chair of LGB*		Con/App	App	Con	Con	
1.11.	Remove Chair of LGB*		App	Con	Con	Con	
1.12.	Appoint Governors*		Con	App	App	Con	Con
1.13.	Remove Governors*		App	Pro	Con	Con	Con
1.14.	Appoint (and remove) Clerk to Trust Board		App			Pro	

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
1.15.	Appoint (and remove) Clerk to LGB		Con	App	App		Pro
1.16.	Trustee skills audit and governance reviews		App			Imp	
1.17.	Governor skills audit		Mon/App	App	Con	Mon	Imp
1.18.	Approve Trustees/Governor Expenses Policy		App			Imp	
1.19.	Manage Conflicts of Interest		App	Imp	Imp		
1.20.	Engage with stakeholders		Mon	App	App	Con	Pro/Imp
2.	Finance						
2.1.	Trust & Academy Financial Regulations and Procedures		App	Imp	Imp	Dev/Pro	Con
2.2.	Appoint Trust auditors	App	Pro			Imp	
2.3.	Approve Trust Budget	App	App			Dev/Pro	Con
2.4.	Trust Annual Accounts	Mon	App			Imp	
2.5.	Trustees Annual Report	Mon	App			Con	Con

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
2.6.	Undertake financial efficiency review (across the Trust)		App			Dev/Imp	Con
2.7.	Undertake financial efficiency review (within the School)		Mon	Mon	Mon	Con/Pro	Imp
2.8.	Compile and review Trust Risk Register		App			Imp	Con
2.9.	Trust Academies Accounts Returns to ESFA		App			Imp	
2.10.	Response to Auditor's Management Letter		App			Imp	
2.11.	School Budget Plan		Mon/App	App	Pro	Mon	Dev/Pro
2.12.	"Academy Accounts Return" to ESFA		Mon/App	Con	Con	Mon/App	Con
2.13.	Pupil premium spend, PE and Sport Premium		Mon	Dev/Mon	Dev/Mon	Mon	Pro/Con
3.	Strategy, Performance and Expansion						
3.1.	Trust Strategic Plan		App	Con	Con	Dev/Pro	Con/Imp
3.2.	Growth and expansion of Pathfinder Schools		App			Pro/Imp	Con
3.3.	School expansion and/or change in age*		App	Pro	Pro	Pro/Imp	Pro/Imp

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
3.4.	Determine overall School effectiveness		App	Con	Con	Pro	Con
3.5.	Attend Trust inspections		Mon			Imp	
3.6.	School Performance -set targets and monitor/analyse data		Mon/App	App	Con	Pro/Con	Pro/Con
3.7.	School Development Plan		Mon/App	App	Con	Pro/Con	Pro/Imp
3.8.	School Action Plan/School Improvement Plan		Mon/App	App	Con	Pro/Con	Pro/Imp
3.9.	Intervention/Establish Executive/Management Board		App			Pro/Imp	Con
3.10.	EYFS Policy		Mon	App	App	Con	Pro/Imp
3.11.	EYFS Plan & Quality of Provision		Mon	App	App	Con	Pro/Imp
3.12.	SEN Policy		Mon	App	App	Con	Pro/Imp
3.13.	SEN Plan & Quality of Provision		Mon	App	App	Con	Pro/Imp
3.14.	Teaching & Learning Policy		Mon	App	App	Con	Pro/Imp
3.15.	Curriculum Policy		Mon	App	App	Con	Pro/Imp

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
3.16.	Sex Education policy*		Mon	App	App	Con	Pro/Imp
3.17.	Religious Education policy*		Mon	App	App	Con	Pro/Imp
3.18.	Careers guidance		Mon	App	App	Con	Pro/Imp
4.	Staffing						
4.1.	Determine Trust executive staff structure and grades		App			Pro/Imp	
4.2.	Determine School staff structure and grades		Mon/App	App	Con	Con/Pro	Pro/Imp
4.3.	CEO appointment, suspension and removal	App	Imp				
4.4.	Executive Team appointments		Mon			Imp/App	
4.5.	School Executive Headteacher/Headteacher/Head of School appointments*		App	Pro	Con	Con/Pro	
4.6.	School teaching and support staff appointments		Mon	Con	Con	Con	App
4.7.	Performance management of CEO		Imp				

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
4.8.	Performance Management of Executive Headteacher/Headteacher/Head of School/SLT*		Mon	App	Con	Con/APP	
4.9.	Suspension of Executive Team/Executive Headteacher/Headteacher/Head of School*		App	Con	Con	Pro	
4.10.	Dismissal of Executive Team/Executive Headteacher/Headteacher/Head of School*		App	Con	Con	Pro	
4.11.	Suspension and dismissal of other teaching and support staff		Mon	Mon	Mon	Con	App
4.12.	Redundancy of staff		App	Pro	Con	Pro/Con	Imp
4.13.	Restructuring of staff		App	Pro	Con	Pro/Con	Imp
5.	Land and Contracts						
5.1.	Asset Management Strategy and insurance		Mon	Con	Con	App	Pro/Dev
5.2.	Health & Safety plus safeguarding Policy & Review		App	Imp	Imp	Con	Pro/Dev
5.3.	Condition Surveys		Mon	Con	Con	App	Pro/Dev

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
5.4.	Expansion and Redevelopment Works*		App	Pro	Pro	Con/Imp	Con/Imp
5.5.	Leases*		App	Pro	Pro	Con	Imp
5.6.	Lettings and shared use		Mon	Mon	Mon	Con	Imp
5.7.	Strategic support and shared services		App	Con	Con	Pro/Imp	Imp
6.	HR and Policies						
6.1.	Pay & Remuneration Policy		App	Con	Con	Pro	Imp
6.2.	Job Role Salary & Grading Policy		App	Con	Con	Pro	Imp
6.3.	Changes to Employee Terms & Conditions or Collective Agreements		App	Con	Con	Pro	Imp
6.4.	Ensure compliance with equalities legislation						
6.5.	Performance Management & Appraisal Review Policy		App	Con	Con	Pro	Imp
6.6.	Disciplinary Policy		App	Con	Con	Pro	Imp
6.7.	Grievance Policy		App	Con	Con	Pro	Imp

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
6.8.	Capability Policy		App	Con	Con	Pro	Imp
6.9.	Whistle-blowing Policy		App	Con	Con	Pro	Imp
6.10.	Re-structuring & Redundancy Policy		App	Con	Con	Pro	Imp
6.11.	Employee Health & Safety Policy		App	Con	Con	Pro	Imp
6.12.	Admissions and attendance		App/Mon			Con	Imp
6.13.	School times, terms and holidays		App	Con	Con	Con	Pro/Imp
6.14.	Adoption and review of Non HR Statutory Policies		App	Con	Con	Con	Pro/Imp
6.15.	Exclusions		Mon	Mon/App	Mon/App	Con	Imp/Pro
6.16.	Behaviour		Mon	Mon/App	Mon/App	Con	Imp/Pro
6.17.	Appeals against Permanent Exclusion		Mon	Mon/App	Mon/App	Con	Imp
6.18.	Complaints		Mon	Mon	Mon	Con	Imp
7.	Safeguarding						

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
7.1	Adopt a Trust wide template safeguarding and Child Protection Policy that is compliant with statutory guidance		Mon	App	App	Con	Imp
7.2	Adopt and monitor procedures and accountability arrangements relating to safeguarding		Mon	App	App	Con	Imp
7.3	Review overall outcomes of Academy safeguarding audits conducted by an independent provider		Mon	App	App	Imp	Imp
7.4	Appoint a member of the Trust Board as Chair of the Safeguarding Committee and lead Trustee for Safeguarding		App			App	
7.5	Appoint designated LGB member for safeguarding		Mon	App	App	App	Imp
7.6	Ensure the Single Central Record (SCR) for academies is complete and regularly updated.		Mon	Mon	Mon	App	Imp
7.7	Maintenance of SCR for all central Trust staff, Trustees and LGB members.		Mon			Imp	
7.8	Ensure the Academy has an appropriate number of trained DSLs and their details are published with the Academy and contained on the school website.		Mon	Mon	Mon	App	Imp

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
7.9	Ensure Academy staff and Trust central team receive regular and appropriate safeguarding training		Mon	Mon	Mon	Imp	Dev
7.10	To maintain a register relating to key roles (ie DSL, safer recruitment, Prevent, safety, team teach) and report to the TB		Mon	Mon	Mon	Mon	Imp
7.11	Ensure appropriate members of staff, Governors and Trustees are safer recruitment trained		Mon	Mon	Mon	Mon	Imp
7.11	Ensure all staff, volunteers and LGB members have DBS checks every 5 years		Mon	Mon	Mon	Mon	Imp
7.12	Adopt a Trust wide safer recruitment policy		App	App	App	Imp	Dev
7.13	Adopt a Trust wide off site visits model policy		App	App	App	Imp	Dev
7.14	Nominate a SEND lead Trustee		App			Pro	
7.15	Ensure that a robust process is in place for safer recruitment checks on staff		Mon	Mon	Mon	Imp	Dev
8.	Critical Incidents						
8.1	Sufficient assurances received by the Trust Board from Schools that it is safe to operate for both pupils and staff		Mon/App	Cons		App	Pro

	Task	Members	Board	LGB		CEO	HT
				Effective School	Supported School		
8.2	Risk Assessment documents relating to the incident prepared and signed off		Mon	App		App	
8.3	Decision to close school due to H&S factors		Mon/App	Cons		App	Pro
8.4	Ensure all reasonable efforts are made to ensure the safety/safeguarding all pupils in school and at home.		Mon	Cons		App	Pro

SCHEME OF DELEGATION – GOVERNANCE RESPONSIBILITIES

Members	Trustees	Governors
<ul style="list-style-type: none"> • determine constitution and religious character of any schools with a religious designation • oversee the Trustees • recognise any strategic partnerships • delegate governance and management responsibility to the Trustees (appointing and removing Trustees where necessary) 	<ul style="list-style-type: none"> • hold governance accountability • determine strategic vision and overarching strategic plan • provide strategic leadership and governance • provide challenge and support to strategic personnel and senior leaders • develop and decide strategic and operational policies • facilitate collaboration • co-ordinate and oversee shared services and resources • develop and oversee the implementation of Trust development plan and setting School performance benchmarks • determine overall curriculum guidelines • approve overall Trust budget and School budgets • monitor expenditure in accordance with appropriate authorisations and policies • oversee financial governance and risk management • determine the Trust's reserves/contingency policy • ensure appropriate insurance or risk cover is put in place • undertake recruitment and performance management of strategic personnel and senior leaders • develop shared staff training programmes and opportunities for professional development • support the development and building of leadership and governance capacity at school level • oversee a Trust wide site and asset management strategy • oversee any significant capital expenditure and building projects • approve of all funding applications • decision maker for all appeals • monitor safeguarding practice across the Trust to ensure that it is robust and compliant with statutory requirements • oversee safeguarding across all Trust schools 	<ul style="list-style-type: none"> • decide the School's strategic vision and uphold the School's distinctiveness and unique character, in harmony with the Pathfinder Schools' strategic vision and ethos • support senior leadership team generally and with specific emphasis on target setting, pupil monitoring, analysing progress data and curriculum planning against Trust priorities • develop and oversee the implementation of the School development plan, focussing particularly on school improvement, curriculum, funding and resources • set the budget (submitting for Trustee approval) and oversee expenditure ensuring the School works within its budget and implements the Trust's risk and financial management policies ensuring probity, prudence and efficiency • support the senior leadership team in the development and review of an appropriate staffing structure for approval by the Trustees • in collaboration with the Trustees, support the head teacher in the recruitment and performance management of senior personnel • responsible for staff welfare and well-being, supporting the senior leadership team in monitoring absence and sickness • promote collaboration with other schools in the Trust • contribute to the development and review of school policies (e.g. admissions, pupil behaviour, safeguarding) • provide advice and feedback to the Trustees, ensuring the School is meeting the needs of its community • undertake all and any appropriate community consultation • provide a point of contact for parents, carers and other members of the local community, maintaining an effective link to the wider community • evaluate its performance ensuring appropriate training and development so that knowledge, skills and behaviour are appropriate for a dynamic education environment • ensure that all aspects of safeguarding comply with statutory requirements

SCHEME OF DELEGATION – LEADERSHIP RESPONSIBILITIES

Chief Executive Officer	Chief Financial Officer	Headteacher/Head of School
<ul style="list-style-type: none"> • Pathfinder Schools' Accounting Officer and senior executive officer • provides leadership and vision to the Trust • reports to Trust Board on all matters affecting Pathfinder Schools • ensures implementation of Trust Board decisions • identifies Trust priorities and develops and implements Trust strategic plan • advises on and makes recommendations to the Trust Board regarding Pathfinder Schools policies including HR and pay policies • develops overall Trust staffing structure, working with head teachers to decide appropriate staffing at school level • leads on recruitment of head teachers • in collaboration with the Chair of the Local Governing Body, undertakes performance management of head teachers and ensures their professional development • manages Trust executive team ensuring high quality effective support is provided to Pathfinder Schools • responsible for ensuring that the Trust keeps proper financial records, has appropriate financial systems in place and manages opportunities and risk • submits annual "statement on regularity, propriety and compliance" to ESFA • manages Trust's external relations • builds effective partnerships with external agencies including the Regional Schools Commissioner and the Education & Skills Funding Agency • leads and manages any process for the growth and development of Pathfinder Schools • ensures all schools are compliant with safeguarding regulations 	<ul style="list-style-type: none"> • Trust "Finance Director" • supports the Trust CEO and responsible for delivery of the Trust's financial and accounting processes • ensures there is sound and appropriate financial governance and that risk management arrangements are in place • develops and ensures the implementation of the Trust's financial management regulations • prepares and monitors Trust and school budgets • ensures delivery of annual accounts • advises on financial policies including a procurement policy and strategy • leads on any significant procurement, overseeing other procurements in line with the Pathfinder Schools' procurement policy • undertakes contract management of any Trust wide contract and supports school based teams to manage school contracts • develops and advises on operational support for the head teachers • ensures there is risk protection cover in place for all risk areas and manages any claim • leads on any significant capital project including managing any application for capital funding and/or distribution of any capital grant 	<ul style="list-style-type: none"> • fulfils role of registered School head teacher • provides leadership and vision to the School • responsible for standards and pupil outcomes • working with the CEO, determines the curriculum priorities and takes responsibility for all teaching and learning • reports to the Local Governing Body on all matters affecting the School • working with the CEO, implements Trust Board decisions affecting the School • advises on and implements School's development/action plan and agreed strategic priorities • in consultation with the CEO, determines the staffing structure for the School and the organisation of resources • responsible for recruitment of School staff and their professional development • undertakes performance management of School staff and deals with any grievances • responsible for disciplining School staff • working with the CFO, advises on the School budget and ensures the School manages within its budget • advises on and makes recommendations to the CEO regarding school policies • responsible for safeguarding and well-being of pupils and staff • decides any pupil exclusions • manages School's relationship with its community • responsible for maintenance of school SCR • ensures appropriate members of staff are trained on safeguarding and safer recruitment • reports to the LGB and TB on all aspects relating to safeguarding



TERMS OF REFERENCE: LOCAL GOVERNING BODY

1. Purpose

- 1.1 A Local Governing Body (LGB) shall be established for each Pathfinder School, except where the Trust Board determines in a particular case that more than one School should be governed by the same LGB.
- 1.2 The purpose of the Local Governing Body is to provide local accountability and day to day support and oversight of the School's leadership team.
- 1.3 The roles and responsibilities of the Local Governing Body are set out in the Table of Key Delegated Responsibilities.

2. Constitution

- 2.1 A Local Governing Body shall comprise not less than 5 and no more than 15 Governors, all Governors to be appointed by the Local Governing Body (in agreement with the Diocesan Member (and any relevant Diocesan Board of Education) for any Church Pathfinder School) and otherwise in accordance with any policy adopted from time to time (complying with any specific direction issued by the Trust Board). Each School will set out on its website the composition of the Local Governing Body once agreed with the Trust Board and will identify those individuals serving on the Local Governing Body together with any vacancies.
- 2.2 The Trust Board will ensure that there is representation from the staffing body (with no more than a third of Governors being staff representatives) and from parents on the Local Governing Body and that the ratio of Foundation Governors to other Governors for a Church Pathfinder School accords with any instruction issued by the Diocesan Member (or relevant Diocesan Board of Education).
- 2.3 There is no power to co-opt Governors to the Local Governing Body but advisers (including other members of staff in the School) may attend meetings provided they do not take part in any decision making.
- 2.4 All Governors must undertake to uphold the purpose and values of Pathfinder Schools and must comply with the Governor Code of Conduct appended to the Scheme of Delegation.

3. Term of Office

- 3.1 The term of office for any Governor shall be 4 years (save that this time limit shall not apply to the Headteacher or any post which is held ex officio, who will serve for as long as he or she remains in office). Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local Governing Body.

4. Resignation and Removal of members of the Local Governing Body

- 4.1 A Governor shall cease to hold office if he or she resigns his or her office or is removed by the Trust Board or the Diocesan Member (or relevant Diocesan Board of Education) for any Foundation Governor (which power to remove the Trustees reserve the right to do without the need to provide any reasons for removal). Any vacancy on a Local Governing Body will trigger an appropriate appointment or election.
- 4.2 Any person who would not be eligible to be a Trustee in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Local Governing Body and must resign from the Local Governing Body if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct.
- 4.3 If any Governor is also an employee of the Trust and ceases to be employed to work at the School or within the Trust, then he or she shall be deemed to have resigned from the Local Governing Body and shall cease to serve on the Local Governing Body automatically on termination of his or her employment.
- 4.4 Where a person who serves on the Local Governing Body resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Body, copied to the Clerk to the Local Governing Body.

5. Appointment of the Chair and Vice-Chair

- 5.1 Subject to any direction by the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from among their number (excluding anyone who is an employee of the Trust).
- 5.2 The Chair and Vice Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one office.
- 5.3 The Clerk to the Local Governing Body shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.
- 5.4 Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.
- 5.5 More details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

6. Meetings

- 6.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Governing Body and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- 6.1.1 all appointments of officers made by the Local Governing Body; and

- 6.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.
- 6.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Body (and such of the subcommittees as the Local Governing Body shall from time to time notify) shall be provided to the Chief Executive Officer as soon as reasonably practicable after those minutes are approved.
- 6.3 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as Governors think fit, provided at all times that there is openness and transparency in matters relating to the Local Governing Body. The Local Governing Body is expected to meet at least once a term but may meet more often if felt appropriate or if requested to meet by the Trust Board.
- 6.4 The Trust Board may direct the Local Governing Body to allow either Trustees, any member of the Trust's Executive Team or a Governor from another Local Governing Body in the Trust to attend meetings of the Local Governing Body. Such persons may engage in discussion but will not be permitted to vote on any resolution of the Local Governing Body.
- 6.5 Meetings of the Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:
- 6.5.1 given by the Local Governing Body; or
- 6.5.2 given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.
- 6.6 Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.7 Each Governor shall be given at least seven clear days before the date of a meeting:
- 6.7.1 notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and
- 6.7.2 a copy of the agenda for the meeting;
- provided that where the Chair or, in his or her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he or she directs.
- 6.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
- 6.9 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

- 6.10 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.10.1 the Governors so resolve; or
 - 6.10.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.11 Where in accordance with paragraph 6.10.2 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.12 Where the Local Governing Body resolves in accordance with paragraph 6.10.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.
7. **Quorum**
- 7.1 The quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be three. The proceedings of the Local Governing Body shall not be invalidated by any vacancy on the board or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.
- 7.2 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 7.3 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.
- 7.4 Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.
- 7.5 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the Governor will use.
- 7.6 Minutes of meetings of the Local Governing Body shall be published redacting any aspect which is confidential or it would not be appropriate to disclose in light of the Data Protection Act 2018.
- 7.7 Any Governor shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that the Governor has indicated prior to

the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

8. Notices

- 8.1 Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 8.2 A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the Governor. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.
- 8.3 A Governor present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 8.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

PATHFINDER SCHOOLS

TRUST BOARD COMMITTEE TERMS OF REFERENCE

EFFECTIVE DATE: 13th January 2020

1. The Trustees delegate aspects of governance and the day to day oversight of school leadership to individual Pathfinder School Local Governing Bodies (referred to as the “Local Governing Body”).
2. Other committees established by the Trust Board may be tasked with fulfilling particular functions or advising the Trustees on strategic matters. The Trustees of Pathfinder Schools have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Trustees, enabling a quorate decision to be made.
3. Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Pathfinder Schools Scheme of Delegation.



Finance, Audit & Risk

1. Remit

1.1 The purpose of the Committee is to ensure that Pathfinder Schools are complying with the statutory responsibilities and recommended guidance laid down in their Articles of Association, Scheme of Delegation and regulations issued from time to time by the Department for Education. This is largely encapsulated in the Academies Financial Handbook which requires the formation a committee that oversees all risks facing our trust and schools, ensures the appropriateness of systems of internal control and scrutiny and ensures the regularity, propriety and value for money in the Trust's activities.

2. Authority

2.1 The Committee is authorised by the Trust Board to;

2.1.1 carry out any activity authorised by these Terms of Reference; and

2.1.2 fulfil particular functions and advise the Trustees on strategic matters. All Trustees must comply with the Pathfinder Schools **Trustee Code of Conduct** adopted by the Trust. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved.

3. Membership

3.1 The Committee will comprise of a minimum of 3 members and a maximum of 5. The majority of members of the Committee must be Directors of the Trust. The CEO (as Accounting Officer) and CFO will be expected to attend all meetings but in an advisory capacity.

3.2 The Committee will elect a Chair annually.

3.2 The Committee Chair may invite attendance at the meeting from persons who are not Committee members or Trustees to assist and advise on particular matters. Such persons are not entitled to vote.

4. Meetings including quorum and clerking

4.1 The Committee meetings will be held at least 3 times per year aligned with the schools information gathering cycle.

4.2 The Committee will be quorate with a minimum of 2 Trustees in attendance.

4.3 Decisions made by the Committee will be determined by a majority vote of the members present. Where there is an equal division of votes the Chair shall have a casting vote.

- 4.4 The Committee will be provided with a Clerk who will produce a draft template of the agenda, to include standard items. It will be sent to the Committee Chair and the CEO for their input and then circulated to the committee 7 days prior to the meeting, together with supporting papers. Final approval of the agenda lies with the Committee Chair. The minutes will be recorded by the clerk and sent to the Committee Chair and CEO for comment and amendment. The Clerk will then circulate the minutes to the Committee for their agreement.

5. Reporting

- 5.1 Within 14 days of each meeting the Committee will
- 5.1.1 produce and agree minutes of its meetings
 - 5.1.2 Provide a summary report identifying decisions made, recommendations to the Trust Board, any items of information for the Trust Board and any items for further discussion by the Trust Board.

6. Main duties

Finance

- 6.1 To ensure that the Trust Board is kept informed of all major financial issues concerning the Trust and its Schools, the overall Trust budget and those of the individual Schools, the management of funds against the budget, the benchmarking of financial performance and the heads of expenditure, the way funds are utilised (including value for money) and the way monies are secured, with particular emphasis on the following areas of risk:
- 6.1.1 actions that might lead to a deficit budget or a risk of the School exceeding its budget;
 - 6.1.2 any significant unplanned expenditure;
 - 6.1.3 any threat of legal action or a claim being made or threatened;
 - 6.1.4 staff severance and redundancy.
- 6.2 To receive proposals from the Local Governing Bodies for budget recommendations, and to recommend the annual budget for the Trust and the Schools to the Trust Board for approval.
- 6.3 To receive reports from the Headteachers regarding the Trust's/Schools' finances. This will include reports on the monitoring of income against expenditure and proposals to revise forecasts for the year. The committee will work with the Trust and the Headteachers to make any recommendations to the Trust Board.
- 6.4 To monitor the production, timeliness and accuracy of key financial statements in response to both statutory and local requirements.
- 6.5 To support (recommending and advising) the Trust Board in developing and then implementing a reserves policy and to consider the impact of strain in individual School budgets.
- 6.6 To support (recommending and advising) the Trust Board in developing and then implementing the Trust's Financial Handbook and associated procurement policy.

- 6.7 To review tenders for major contracts as specified in the Trust's Financial Handbook. To approve or reject tender proposals or, where required, make recommendations to the Trust Board.
- 6.8 To recommend any changes in the Trust's Financial Handbook, where significant, to the Trust Board. To review the operations of the Trust and the Schools in relation to the procedures shown in the Trust's Financial Handbook. To work with the Headteachers to resolve breaches and to improve procedures as appropriate.
- 6.9 To monitor key financial and accounting systems and reviewing any audits of these or the general finances of the Trust and make recommendations to the Trust Board and/or the Local Governing Bodies as appropriate.

Audit and Risk

- 6.10 Direct the trust's programme of internal scrutiny and reporting to the board on the adequacy of the trust's financial and other controls and management of risks and:
- evaluate the suitability of, and level of compliance with, financial and other controls. This includes assessing whether procedures are designed effectively and efficiently, and checking transactions to confirm whether agreed procedures have been followed
 - offer advice and insight to the board on how to address weaknesses in financial and other controls, acting as a catalyst for improvement, but without diluting management's responsibility for day to day running of the trust
 - ensure all categories of risk are being adequately identified, reported and managed.
 - agree a programme of work annually to deliver internal scrutiny that provides coverage across the year
 - review the risk register to inform the programme of work, ensuring checks are modified as appropriate each year
 - agree who will perform the work
 - consider reports at each meeting from those carrying out the programme of work
 - consider progress in addressing recommendations
 - consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations
 - Ensure that oversight confirms information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the trust and (for MATs) by constituent academies, is accurate and in compliance with funding criteria
- 6.11 Ensure that the programme of internal scrutiny is:
- independent and objective – for example it must not be performed by the trust's own accounting officer, chief financial officer or other members of the finance team
 - conducted by someone suitably qualified and experienced and able to draw on technical expertise as required
 - covered by a scheme of work, driven and agreed by the audit committee, and informed by risk
 - timely, with the programme of work spread appropriately over the year so higher risk areas are reviewed in good time
 - providing regular updates to the audit committee by the person or organisation carrying out the programme of work, incorporating a report of the work to each audit committee meeting, including recommendations where appropriate to enhance financial and other controls and risk management and a short annual summary report to the audit committee for each year ended 31 August outlining the areas reviewed,

key findings, recommendations and conclusions, to help the committee consider actions and assess year on year progress

- kept under review. If the trust changes in size, complexity or risk profile, the committee should consider whether the approach remains suitable.

6.12 External Audit

- Advise the members on the appointment, re-appointment, dismissal and remuneration of the external and regularity auditor.
- Review the external auditor's annual planning document and approve the planned audit approach.
- Receive reports (annual reports, management letters etc.) from the external auditor and other bodies, for example the EFA and NAO, and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Governing Body for information and action.

Estates

6.13 Strategic management of the Trust Estate in accordance with:

- The Estates Management Strategy
- The Strategic Asset Management Plan
- Annual Asset Action Plans

6.14 Ensuring that the Trust Board is kept informed of all major estates issues concerning the Trust and its Schools, the overall Capital budget (School Condition Allocation) issued, the way funds are utilised (including value for money), the impact on the estate and the remaining risk on an annual basis.

Other

6.15 Regularly monitor outstanding audit recommendations from whatever source and ensure any delays to implementation dates are reasonable.

6.16 Ensure that the findings from all audit and internal scrutiny work are made available to all governors promptly



Quality and Standards Committee

1. Remit

- 1.1 The purpose of the committee is to identify relevant key performance indicators so that the Schools' performance can be assessed and benchmarked, triggering discussion and enabling appropriate action to be taken.
- 1.2 Relevant key indicators will be identified across a range of areas, including; quality of teaching and learning, curriculum offer, including impact as seen in progress and attainment. Quality of leadership of governance and risk management in line with the Pathfinder Schools Vulnerability Matrix.
- 1.3 The quality of leadership of governance at LGB level will include their oversight of the School Development Plan to drive forward improvements in line with priorities. The Committee will maintain an oversight of the work of the LGB Q and S committees as required to enable them to support the LGB to undertake their remit effectively.

2. Authority

- 2.1 The Committee is authorised by the Trust Board to;
 - 2.1.1 carry out any activity authorised by these Terms of Reference; and
 - 2.1.2 fulfil particular functions and advise the Trustees on strategic matters. All Trustees must comply with the Pathfinder Schools **Trustee Code of Conduct** adopted by the Trust. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved.

3. Membership

- 3.1 The Committee will comprise of a minimum of 3 members and a maximum of 5. The majority of members of the Committee must be Directors of the Trust. The CEO will be a full member of the Committee.
- 3.2 The Committee will elect a Chair annually.
- 3.2 The Committee Chair may invite attendance at the meeting from persons who are not Committee members or Directors to assist and advise on particular matters. Such persons are not entitled to vote.

4. Meetings including quorum and clerking

- 4.1 The Committee meetings will be held at least 3 times per year aligned with the schools information gathering cycle.
- 4.2 The Committee will be quorate with a minimum of 3 Trustees in attendance.

- 4.3 Decisions made by the Committee will be determined by a majority vote of the members present. Where there is an equal division of votes the Chair shall have a casting vote.
- 4.4 The Committee will be provided with a Clerk who will produce a draft template of the agenda, to include standard items. It will be sent to the Committee Chair and the CEO for their input and then circulated to the committee 7 days prior to the meeting, together with supporting papers. Final approval of the agenda lies with the Committee Chair. The minutes will be recorded by the clerk and sent to the Committee Chair and CEO for comment and amendment. The Clerk will then circulate the minutes to the Committee for their agreement.

5. Reporting

- 5.1 Within 14 days of each meeting the Committee will:
- 5.1.1 produce and agree minutes of its meetings
 - 5.1.2 Provide a summary report identifying risk factors at each Pathfinder School, recommendations to the Trust Board and any items for further discussion with the Trust Board.

6. Main Duties

- 6.1 To consider any appropriate curriculum priorities to be implemented across the Trust.
- 6.2 To assist the Chief Executive Officer and the Headteachers of the Schools, as appropriate, in the formulation of statutory and non-statutory policies. Any statutory policies must be ratified by the Trust Board.
- 6.3. To annually review the performance of the Schools in matters such as attainment and progress and curriculum.
- 6.4. To support the Trust Board with the development of a strategic plan for any Supported School which identifies agreed priorities and targets for improvement, focusing specifically on both standards and resource planning.
- 6.5. To work with the Chief Executive Officer to ensure that the LGB are aware of the schools' curriculum priorities and ensure consistency with Trust objectives.
- 6.6. Assess the performance of the Schools as a group, developing a benchmarking tool which can be used to drive further improvements, advising the Trust Board on the effectiveness of this and ensure that the Trust Board is kept informed of issues pertaining to quality and standards concerning the Trust and its Schools, with particular emphasis on: significant change in circumstances that might lead to a school dropping an OFSTED grade for example, downward trend over time, significant change in senior leadership, significant change in governance.
- 6.7. Seek to identify areas where greater collaboration between the Schools within the Trust or more widely, can improve standards and outcomes.
- 6.8. With the assistance of the Chief Executive Officer, evaluate the results of periodic reviews of the standards of teaching and learning in each of the Schools, reporting on best practice as well as areas of weakness and then facilitating the sharing of best practice and the development of a training programme which draws on the strengths of the Schools and secures additional resources which meet needs



Safeguarding and Inclusion

1. Remit

- 1.1 The purpose of the Committee is to ensure that Pathfinder Schools are complying with all safeguarding requirements both statutory and recommended. They will do this by identifying relevant measures to ensure the safety and inclusion of staff and pupils thereby triggering discussion and enabling appropriate action to be taken.
- 1.2 Relevant measures will be identified across a range of areas, including; recruitment and employment processes, Designated Safeguarding Lead deployment and training, staff training, record keeping, multi-agency working, the curriculum offer, internet safety, the safety of the school site including attendance and behaviour of pupils, exclusions and monitoring of particular groups of pupils eg Pupil Premium and SEN
- 1.3 The Committee will maintain an oversight of the work of the LGB S&I committees as required to enable them to support the LGB to undertake their remit effectively

2. Authority

- 2.1 The Committee is authorised by the Trust Board to;
 - 2.1.1 carry out any activity authorised by these Terms of Reference; and
 - 2.1.2 fulfil particular functions and advise the Trustees on strategic matters. All Trustees must comply with the Pathfinder Schools **Trustee Code of Conduct** adopted by the Trust. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved.

3. Membership

- 3.1 The Committee will comprise of a minimum of 3 members and a maximum of 5. The majority of members of the Committee must be Directors of the Trust. The CEO will be a full member of the Committee.
- 3.2 The Committee will elect a Chair annually.
- 3.2 The Committee Chair may invite attendance at the meeting from persons who are not Committee members or Directors to assist and advise on particular matters. Such persons are not entitled to vote.

4. Meetings including quorum and clerking

- 4.1 The Committee meetings will be held at least 3 times per year aligned with the schools information gathering cycle.

- 4.2 The Committee will be quorate with a minimum of 2 Trustees in attendance.
- 4.3 Decisions made by the Committee will be determined by a majority vote of the members present. Where there is an equal division of votes the Chair shall have a casting vote.
- 4.4 The Committee will be provided with a Clerk who will produce a draft template of the agenda, to include standard items. It will be sent to the Committee Chair and the CEO for their input and then circulated to the committee 7 days prior to the meeting, together with supporting papers. Final approval of the agenda lies with the Committee Chair. The minutes will be recorded by the clerk and sent to the Committee Chair and CEO for comment and amendment. The Clerk will then circulate the minutes to the Committee for their agreement.

Reporting

- 5.1 Within 14 days of each meeting the Committee will
 - 5.1.1 produce and agree minutes of its meetings
 - 5.1.2 Provide a summary report identifying risk factors at each Pathfinder School, recommendations to the Trust Board and any items for further discussion with the Trust Board.

6. Main Duties

- 6.1 To ensure that statutory requirements relating to key policies on School aims, special needs, sex education, charging, religious education, collective worship, attendance and behaviour are implemented.
- 6.2 To assist the Chief Executive Officer and the Headteachers of the Schools, as appropriate, in the formulation of statutory and non-statutory policies. Any statutory policies must be ratified by the Trust Board.
- 6.3 To annually review the performance of the Schools in matters such as attendance, absence including Persistent absence, exclusions, parental complaints, hate incidents
- 6.4 Monitor and review Safeguarding audits carried out by the external advisor and Section 11 audits completed by schools annually
- 6.5 To monitor recruitment across the Trust to ensure that all safer recruitment procedures are being followed.
- 6.6 To ensure that the Trust Single Central Record is compliant.
- 6.7 To monitor DSL deployment and training and to have an overview of staff training across the Trust.
- 6.8 To monitor behaviour trends in schools and assist the Chief Executive Officer in developing a cross Trust approach.
- 6.9 To annually monitor specific groups of pupils, including Pupil Premium children and children with SEN.



Personnel, Pay and Performance

1. Remit

- 1.1 The purpose of the committee is to ensure that Pathfinder Schools are complying with statutory policies and procedures in relation to the pay and performance of all staff. They will do this by reviewing Performance Management practices of the group as a whole including central team and CEO. By overseeing the suite of HR policies ensuring that full consultation is undertaken as necessary and reviewing the staffing structure annually (as a minimum) or as the need arises.
- 1.2 Relevant measures will be identified across a range of areas, including; PM reports to LGB, staffing data supplied by Pathfinder Schools HR manager and feedback from policy consultations. Annual Staffing structure reviews from LGB.
- 1.3 The Committee will maintain an oversight of the work of the LGB S&I committees as required to enable them to support the LGB to undertake their remit effectively

2. Authority

- 2.1 The Committee is authorised by the Trust Board to;
 - 2.1.1 carry out any activity authorised by these Terms of Reference; and
 - 2.1.2 fulfil particular functions and advise the Trustees on strategic matters. All Trustees must comply with the Pathfinder Schools **Trustee Code of Conduct** adopted by the Trust. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved.

3. Membership

- 3.1 The Committee will comprise of a minimum of 3 members and a maximum of 5. The majority of members of the Committee must be Directors of the Trust. The CEO will be a full member of the Committee.
- 3.2 The Committee will elect a Chair annually.
- 3.2 The Committee Chair may invite attendance at the meeting from persons who are not Committee members or Directors to assist and advise on particular matters. Such persons are not entitled to vote.

4. Meetings including quorum and clerking

- 4.1 The Committee meetings will be held at least 3 times per year aligned with the schools information gathering cycle.
- 4.2 The Committee will be quorate with a minimum of 2 Trustees in attendance.

- 4.3 Decisions made by the Committee will be determined by a majority vote of the members present. Where there is an equal division of votes the Chair shall have a casting vote.
- 4.4 The Committee will be provided with a Clerk who will produce a draft template of the agenda, to include standard items. It will be sent to the Committee Chair and the CEO for their input and then circulated to the committee 7 days prior to the meeting, together with supporting papers. Final approval of the agenda lies with the Committee Chair. The minutes will be recorded by the clerk and sent to the Committee Chair and CEO for comment and amendment. The Clerk will then circulate the minutes to the Committee for their agreement.

Reporting

- 5.1 Within 14 days of each meeting the Committee will
- 5.1.1 produce and agree minutes of its meetings
 - 5.1.2 Provide a summary report identifying risk factors at each Pathfinder School, recommendations to the Trust Board and any items for further discussion with the Trust Board.

6. Main Duties

- 6.1 To review and recommend to the Trust Board personnel procedures such as recruitment, redundancy, discipline, grievance, capability and pay policies.
- 6.2 To assist the Chief Executive Officer and the Headteachers of the Schools, as appropriate, in the formulation of statutory and non-statutory policies. Any statutory policies must be ratified by the Trust Board.
- 6.2. To review employment practices of the Trust, recommending to the Trust Board adoption of new practices and policies where appropriate.
- 6.3. To ensure that the employment and personnel functions of the Trust remain in line with legal requirements and the conduct of a good employer.
- 6.4. To support the Local Governing Bodies in reviewing the staffing structure and pay incentives of the Schools annually, with particular emphasis on the Supported or At Risk Schools, working with the Chief Executive Officer and the Headteachers and the appropriate management teams, ensuring that the Trust structure maintains high performing Schools.
- 6.5. To ensure there is a suitable and effective appeals procedures for HR matters.
- 6.6. To work with the Chief Executive Officer in engaging with the trade unions and maintaining good industrial relations.
- 6.7. To draft and keep under a review a policy statement on staff consultation for approval by the Trust Board and to undertake any formal consultations on personnel matters.
- 6.8. To review and recommend for adoption the procedures for dealing with discipline and grievances and ensure that all staff are informed of them.
- 6.9 To oversee Performance Management procedures across the schools in the Trust and for the central team.



Governance Board - Chairs of LGB

Purpose and expectations

A Governance Board has been established on which will sit each of the Chairs of the Local Governing Bodies, The Pathfinder Schools' Chair will attend meetings of the Governance Board, using this opportunity to provide a link between the main Trust Board and the Local Governing Bodies. The Governance Board provides a forum for Pathfinder Schools to explore further opportunities for collaboration and to develop the shared vision that exists within all Pathfinder Schools.

The Governance Board will meet at least three times a year; in November, February and June. Whilst no formal agenda will be provided for these meetings (in order to encourage a free flow of information and ideas) it is expected that the focus for meetings of the Governance Board will include;

Collaboration

Governor Skills Training and Development

Cross MAT Governance Support

Admissions/Need

Business Need/Resource Planning Strategy

Vision

Review of Year/ Planning Forward

The meetings will be minuted by the Clerk in order to ensure consistency of communication to LGB

PATHFINDER SCHOOLS STRUCTURE CHART – JANUARY 2020

