

December 2018

## 1 CHAILEY HERITAGE FOUNDATION

### 1.1 Introduction

1.1.1 Chailey Heritage Foundation is a charity and a company limited by guarantee and is governed by the Trustees. The Trustees are responsible for and oversee the management and administration of the Charity and all its services.

### 1.2 Charitable Objects

***"The objects of the Charity are, for the public benefit, the education and care of people who have physical disabilities and other complex health needs, particularly but not exclusively children and young persons (the beneficiaries) including the conduct and maintenance of a special school (the School) within the meaning of the Education Acts and of a transition service for beneficiaries (the Objects)."***

(Chailey Heritage Foundation Objects (2017))

### 1.3 Mission, Ethos and Values

***Our Mission: At Chailey Heritage Foundation we believe that every child and young person should have every opportunity to fulfil their potential, no matter what the challenges.***

***Our Promise: We will never, ever give up working with children, young people and their families to empower them to make their own choices at every stage in life.***

***Our Strengths: We create possibilities for children and young people with complex disabilities:***

- **Enabling healthy, safe and happy lives**
- **Creating pathways to learning and development**
- **Maximising independence and choice**

***Our Values:***

- **Passionate** – we are caring and committed to achieving the best for the children and young people in our services.
- **Collaborative** – we work in partnership with parents and professionals to push the barriers for our children and young people.
- **Forward-thinking** – we are ambitious for the children and young people and use our expertise to innovate and devise creative solutions to enable them to pursue their potential.

### 1.4 Strategic Vision

**The 10 year strategic vision for the Charity approved by the Trustees in 2014 is to:**

- Meet the complex needs of children and young people with disabilities

- Engender trust amongst parents and stakeholders so we are the first choice
- Be financially autonomous
- Have the capacity to develop
- Be recognised nationally and internationally as an innovator and renowned for our expertise and knowledge

## 2 TRUSTEES

### 2.1 Overview

2.1.1 The Trustees have ultimate responsibility and decision making authority for all the work of Chailey Heritage Foundation.

2.1.2 The Trustees retain overall responsibility for the Foundation and specifically retain decision-making powers and management of:

- a. The Objects of the Charity, its mission, ethos and values and the range and nature of its services;
- b. The strategic direction of the Charity, the three year strategic plan and the consideration and response to strategic issues;
- c. The Charity's finances including the annual budget setting, the management of reserves and assets of the Charity and the Trustees' budget;
- d. Maintaining and overseeing the management of the assets of the Charity;
- e. The Foundation's estate and capital projects;
- f. Fundraising including legacy income and capital appeals;
- g. The introduction of any new services or the cessation of a service;
- h. Meeting the regulatory requirements required of a charity and company limited by guarantee.

2.1.3 The Trustees exercise their responsibilities largely through strategic planning, the management and monitoring of budgets, setting policy and the approval of all new business proposals.

2.1.4 The Trustees shall decide what constitutes a strategic issue.

2.1.5 The Trustees have the power to direct change where required.

2.1.6 The Trustees are responsible for approving the Articles of Government that set out the arrangements for the governance of Chailey Heritage School and all other Foundation services and for ensuring that the Articles of Government are reviewed from time to time and are compliant with any relevant legislation or regulation in place at that time. The Trustees are responsible for the appointment of the Chair of Governors, who must be a Trustee, and the appointment of "appointed governors".

2.1.7 Responsibility for the operation of the Foundation's services is delegated to the Governors and to the Chief Executive and specified executive officers.

2.1.8 The Chief Executive is responsible to the Trustees.

2.1.9 The Chief Executive shall advise the Governors of relevant national, regional and local developments and shall be accountable to the Governors for the effectiveness of the senior executive team.

### **2.2 Governing Document**

2.2.1 The Articles of Association set out the Trustees' duties, powers and responsibilities as well as the composition of the Trustee Board.

## **3 GOVERNING BOARD**

### **3.1 Overview**

3.1.1 The Governing Board consists of appointed, elected and nominated governors and its composition is determined by the Articles of Government, approved by the Trustees.

3.1.2 The Articles of Government require the Governing Board to secure compliance with any legislative or regulatory requirements applicable to the services for which it is responsible, including any regulations concerning the governance and management of Non-Maintained Special Schools.

## **4 DELEGATED POWERS**

### **4.1 Overview**

4.1.1 The Trustees shall retain overall responsibility for the Foundation and specifically retain the decision-making powers and management set out in 2.1.2 and shall delegate remaining duties and powers to the Governing Board.

4.1.2 The Trustees shall take the views of the Governing Board into account through joint strategy meetings held at least every year, and through reports from the Chair of the Governing Board and from Trustees who are also Governors. Joint Strategy Meetings may be convened by the Chair of the Trustees more frequently as required or following a request from the Chair of the Governing Board.

4.1.3 The Governing Board may make recommendations and representations to the Trustees.

### **4.2 General Provisions**

4.2.1 Subject to the general provisions of the Companies Act 2006, the Articles of Association, paragraph 4.1.1 above and to any directions given by the Trustees, oversight of the management of the business of the Foundation shall be delegated to the Governing Board who shall exercise the powers of the Foundation, in so far as they relate to the day-to-day operation of the Foundation's Education, Social Care Services and support services, in accordance with the terms of this Scheme of Delegation.

4.2.2 Except as provided for in this Scheme of Delegation, in addition to the powers expressly conferred on the Governing Board and without detracting from the

generality of powers delegated, the Governing Board shall have the following powers:

- a. To expend certain funds of the Foundation as permitted in 4.5 in such a manner as the Governing Board consider to be beneficial for the achievement of the Charity's Objects;
- b. To enter into contracts for individuals and for services on behalf of the Foundation.

4.2.3 In exercising its powers, the Governing Board shall act on any requirements of the Trustees communicated at any time to the Chair of Governors or his/her designated deputy in writing.

4.2.4 In the exercise of its powers, the Governing Board shall consider any advice given by:

- a. The Chief Executive, Headteacher, Director of Social Care, Finance Director, Human Resources Director or any other designated senior manager;
- b. the Trustees.

4.2.5 Any bank account in which any money of the Foundation is deposited, shall be operated, according to the policies and procedures agreed by both the Governing Board and Trustees. Such policies and procedures are to be kept under regular review.

### **4.3 Mission, Ethos and Values**

4.3.1 At all times, the Trustees and Directors of the Foundation and the Governing Board shall ensure that the Foundation's services are conducted in accordance with the Objects of the Foundation.

4.3.2 The Governing Board is responsible for ensuring that services are conducted in accordance with the mission, ethos and values determined by the Trustees as set out in 1.3.

### **4.4 Strategic Direction and Improvement**

4.4.1 The Governing Board is responsible for ensuring that services are conducted in accordance with the mission and strategic direction of the Foundation, determined by the Trustees.

4.4.2 The Governing Board is responsible for ensuring that services operate within the scope determined for a particular service by the Trustees. This includes the age range as well as the nature and degree of disability of the individuals who use a particular service. Any change proposed by the Governing Board must be approved by the Trustees.

### **4.5 Finance**

4.5.1 The Trustees are responsible for all funds that are donated to the Foundation. The Trustees' Fundraising Committee may allocate monies to a particular project identified by the Governing Board and/or senior managers. However, all capital appeals and the subsequent construction shall be managed through the Trustees with

representation from Governors and managers.

- 4.5.2 The Trustees delegate responsibility for the management and expenditure of funds generated from the services operated by the Foundation to the Governing Board to manage and expend all monies received on account of the Foundation's services for the purposes of delivering those services in a cost effective and efficient way, securing value for money.
- 4.5.3 The Trustees shall approve an annual operational budget and delegate the management and expenditure of funds to the Governing Board.
- 4.5.4 The Governing Board shall operate within this delegated budget. The Trustees may have the right to amend this budget during the year in case of emergency.
- 4.5.5 The Governing Board shall inform the Trustees' Finance Committee of any need for significant unplanned expenditure, shortfalls in budgeted income and material bad debts and shall, in consultation with the Chief Executive, Director of Finance and relevant manager(s) make recommendation to the Trustees' Finance Committee on options for managing such situations. It shall be the responsibility of the Trustees, through the Trustees' Finance Committee, to determine the actions required to in these circumstances.
- 4.5.6 The Governing Board shall adopt financial prudence in managing the financial affairs of the Foundation, taking into account the level of risk and likely return on investment and the resources available to the Foundation.
- 4.5.7 The Governing Board shall ensure that proper procedures are in place for the safeguarding of funds.
- 4.5.8 The Chair of the Trustees' Finance Committee or his/her nominee has the right to attend any meetings of the Governing Board where the finances of the Foundation are discussed and to advise the Governing Board on behalf of the Trustees.
- 4.5.9 The Governing Board or senior managers, to whom the Board delegates responsibility, shall have the power to enter into contracts in the course of ordinary business on behalf of the Foundation.
- 4.5.10 The Governing Board's Finance Committee shall set the financial limits for the authorisation of expenditure by the Chief Executive, Headteacher, Director of Social Care, Finance Director and Estates Manager and shall review and confirm these annually.
- 4.5.11 The statutory accounts of the Charity shall be the responsibility of the Trustees and the Governing Board shall provide such information about the finances of services as often and in such a format as determined by the Trustees.
- 4.5.12 Neither the Trustees nor Governors have any individual liability or personal responsibility to the Foundation, save to the extent that the liability cannot be excluded by law.

### 4.6 Premises

- 4.6.1 The Trustees are responsible for all the Charity's property – buildings and land – as well as all leases. The Trustees are responsible for any disposals or acquisitions of land or buildings.
- 4.6.2 The Trustees shall agree each year an allocation for capital expenditure. Strategic projects are authorised by the Trustees on an ad hoc basis.
- 4.6.3 Operational (day-to-day) maintenance is the responsibility of the Governing Board who shall have regard at all times to the safety of the users of the buildings and facilities and the legal responsibilities of the Trustees (and/or any others) as owners of such buildings and facilities. The Governing Board is responsible for ensuring that the buildings and facilities are maintained to a good standard, and shall ensure that an agreed and affordable 5 year planned maintenance programme is in place.
- 4.6.4 The Governors have responsibility for ensuring that buildings and services activities are properly insured. These arrangements made will be monitored through the Trustees' Finance Committee.

### 4.7 Staff

- 4.7.1 The Charity is the employer and hence pay and remuneration including pension arrangements are the responsibility of the Trustees. However, the Governing Board shall advise the Trustees on pension matters including, inter alia, granting death in service payments.
- 4.7.2 The Trustees shall appoint the Chief Executive and other such other executive officers and senior managers whose posts are funded entirely or partly by the Trustees.
- 4.7.3 The Governing Board shall appoint all other executive officers of the charity including the Headteacher and Director of Social Care.
- 4.7.4 The Governing Board shall be responsible for the oversight for the appointment and management of all other staff. In exercising this responsibility, the Governing Board shall:
- a. Comply with all relevant Foundation policies and any relevant employment or other statutory requirements;
  - b. Take account of any pay and remuneration arrangements set by the Trustees;
  - c. Have regard to the Charity's reputation and financial position;
  - d. Manage any claims and disputes with staff members having regard to any advice and recommendations given by the Trustees and the Executive Management Team.
- 4.7.5 The Governing Board shall ensure that performance management arrangements are in place for staff (except Chief Executive and Fundraising team), are implemented effectively and staff have appropriate opportunities for professional development.

### 4.8 Risk Identification and Management

- 4.8.1 The Trustees are ultimately responsible for securing the future of the Charity. Trustees shall secure effective systems and processes for identifying and managing risk are in place and shall review their effectiveness annually reporting on this in the Annual Report and Accounts.
- 4.8.2 The Trustees will regularly review the significant strategic risks faced by the Foundation, and will articulate their appetite for risks and, where appropriate, will make directions to inform operational planning and delivery.
- 4.8.3 The Governing Board is responsible for identifying, evaluating and managing the risks associated with all activities for which they have delegated responsibility.
- 4.8.4 The Governing Board shall report at least annually to Trustees on risk management processes and their management of risks to allow Trustees to discharge their responsibilities in Para 4.8.1.

### 4.9 Resources

#### 4.9.1 New Business Developments and New Activities

- 4.9.1.1 Proposals to generate business income proposed by the Governing Board must be approved by the Trustees. Such proposals must be undertaken in a manner consistent with any policy set by the Trustees.
- 4.9.1.2 In making any proposals, the Governing Board must have regard to the financial viability of the activity, its impact on the Foundation as whole and any threat to other sources of income or taxation.
- 4.9.1.3 Normally the Governing Board shall have oversight of the operation of all services provided by the Foundation. However, the Trustees may retain oversight of the operation of new businesses in an initial phase, taking responsibility for the finances of such new businesses until they deem it appropriate to hand over operational and financial responsibility to the Governing Board.

### 4.10 Regulatory Matters

- 4.10.1 For the avoidance of doubt, although responsibility for the satisfaction and observance of all regulatory and legal matters shall be for the Trustees, the Governing Board shall do all such things as are necessary to ensure the Charity is meeting its legal obligations, having regard to any directions from the Trustees.

### 4.11 Operational issues

- 4.11.1 The Governing Board shall comply with all obligations set out in the Articles of Government that concern their delegated powers and responsibilities.
- 4.11.2 The Governing Board will adopt and comply with all policies of the Foundation communicated by the Trustees to the Governing Board from time to time.
- 4.11.3 Both the Trustees and the Governing Board shall have a duty to act independently with integrity, objectivity and honesty in the best interests of the Foundation and shall

be open about decisions and be prepared to justify such decisions.

4.11.4 The Governing Board is responsible for ensuring that the Foundation has all necessary operational policies and shall review its policies and practices on a regular basis having regard to any recommendations by the Trustees to ensure compliance with such regulations and legislation in place at the time relevant to operation of the Charity.

4.11.5 At each Board meeting, Trustees shall receive reports from the Chair of Governors and the Chairs of the Governors' Committees.

4.11.6 The Governing Board shall provide such data and information regarding the business and operation of the Foundation's services as the Trustees may from time to time require.

4.11.7 The Governing Board shall work closely with and shall implement promptly any advice or recommendation made by the Trustees in the event of any intervention by any regulatory body. The Trustees expressly reserve the unfettered right to review or suspend or remove any power or responsibility conferred on the Governing Board under this Scheme of Delegation.

### **4.12 Powers and Responsibilities Delegated to Executive Officers and Senior Managers**

4.12.1 Provided such a power has been delegated to the Governing Board, the Governing Board may further delegate to any person serving on the Governing Board, any holder of an executive office<sup>1</sup>, such of their power or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either that the Trustees or Governing Board may impose and may be revoked or altered at any time.

4.12.2 Where any power or function of the Governing Board is exercised by any Governors' committee, or any executive officer of the Foundation, that person or committee shall be accountable to the Governing Board for the execution of matters sub-delegated to them by the Governors. In respect of any material action taken or material decision made with respect to the exercise of that power or function at the meeting of the Governing Board or its relevant committee immediately following the material action taken or the material decision being made.

## **5 RESOLUTION OF DIFFERENCES AND DISPUTES**

### **5.1 Trustees and Governors**

5.1.1 In the unlikely event of a significant difference between the Trustees and the Governing Board, in the first instance the Chair of the Trustees shall meet with the Chair of the Governing Board to resolve their differences. If an agreed solution is not reached, either Chair may request a special meeting.

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<sup>1</sup> Chief Executive, Headteacher, Director of Social Care, Finance Director, Human Resources Director, Estates Manager or other such posts holders designated by the Trustees as executive officers.

5.1.2 Any special meeting must be

- a) Called giving at least 14 days' notice;
- b) Chaired by someone independent of Chailey Heritage Foundation and agreed by the Chairs of the Governing Board and the Trustees.

5.1.3 The ultimate and final decision rests with the Trustees.

### **5.2 Governors and Executive Officers**

5.2.1 In the event of a significant difference between the Board of Governors and any of the executive officers of the Charity (except the Chief Executive who is responsible to the Trustees), in the first instance the Chair of the Governing Board shall meet with the Chief Executive to agree how to resolve such differences. If an agreed solution is not reached, either party may request a special meeting with the Chair of the Trustees, or his nominated alternate, who shall meet with them within 10 working days.

5.2.2 Any dispute resolution process shall not prejudice any process under the Foundation's policies or employment law.

### **6 Review**

6.1 The Scheme of Delegation shall operate from the Effective Date.

6.2 The normal review period is three years with a review conducted within the third year and concluded before the end of that year.

6.3 In considering any material changes to the Scheme of Delegation, Trustees will have regard to and give due consideration to any views of the Governing Board.

6.4 The Trustees shall have absolute discretion to review this scheme at any time and alter any provisions in it and to suspend this scheme, in whole or in part, with immediate effect.