

LUMINATE EDUCATION GROUP
MEMORANDUM OF UNDERSTANDING & SCHEME OF DELEGATION
2021/22

INTERPRETATION

“Luminate Education Group”, “The Group” or ‘Group Members’ means Harrogate College, Keighley College, Leeds City College, Leeds Conservatoire and White Rose Academies Trust.

“The Corporation” means the Further Education Corporation of Luminate Education Group, established under the terms of The Further and Higher Education Act 1992.

“Group Board” means the Governing Body of the Luminate Education Group Corporation.

“Member Boards” includes the Harrogate College Board, Keighley College Board and Leeds City College Board (as local college boards) and the Leeds Conservatoire Board of Directors and White Rose Academies Trust Board of Directors (both being independent charity boards).

OBJECTIVES

The objectives of this Memorandum of Understanding & Scheme of Delegation are:

- To define the relationship between the Luminate Education Group member organisations.
- To ensure clear dissemination between the work of the group board and each member board and how each fulfils its responsibilities and their commitments to each other to ensure the success of the group.
- To provide clear parameters for decision-making.
- In the respective and common best interests of the Corporation, Leeds Conservatoire and White Rose Academies Trust, to provide for optimal integration and co-ordination of governance, through and within the group, in accordance with the respective, applicable regulatory requirements and general Charity Law principles.

PURPOSE OF THE LUMINATE EDUCATION GROUP

Luminate Education Group is a collection of passionate education providers based in the Leeds City Region. We see ourselves as ‘always stronger together’. At the heart of our organisation are our students, pupils and apprentices. Our aim is to always make a positive difference to their lives by providing nurturing and quality learning experiences, which sees no student left behind. The role of Luminate Education Group is to support our member organisations and people to deliver an inclusive and aspirational education for all. We unite together to create greater collective stability and influence locally, regionally, nationally and internationally. We are committed to using our expertise, passion and financial resources to support each member to achieve their goals and aspirations, whether that is developing cutting-edge learning environments or delivering outstanding education and training. Central to this approach is working closely with the local communities that we serve, responding to the challenges they face and offering a sense of place for staff, students and their families. We know that delivering high quality and inclusive educational opportunities to every single one of our learners is challenging, but seeing the positive outcomes we can have on people’s lives means that we will constantly pursue this aim. Each member organisation has a governing body responsible for overseeing the successful implementation of strategic priorities and operations. Luminate Education Group also has a board (the group board) that oversees the overall group strategy and provides governance oversight across the group.

Our purpose is to collectively transform lives through inspirational education, training and support. We will achieve this by:

- Working together so every student, pupil and apprentice, irrespective of their background, have a learning experience that enables them to progress to a successful future into further study or work.
- Taking care of our people and creating a supportive culture that is aspirational, engaging and has wellbeing as a central focus.
- Challenging and overcoming diversity and inclusion barriers for both students and our people.

- Being widely recognised as an ‘Anchor Institution’ working across all phases of the education system, from primary and secondary schools through to further and higher education.
- Being responsive to the regional skills needs and demand.
- Being open to new partnerships with like-minded educational institutions in the Leeds City Region.
- Be united as a community of organisations, working in partnership to help each other grow while continuing to strengthen individual brands.
- Creating a property strategy that meets student demand and employer needs.
- Using shared services to raise standards by bringing people together to offer specialist advice.
- Being strongly rooted in the communities that we serve, supporting them to be more prosperous and cohesive.
- Attracting, training and developing the best educators and professional talent in the region.

We will know that we are successfully achieving our purpose by the following key performance indicators:

- The achievements of our students
- Student feedback on their experience of learning and growing with our member organisations
- Positive staff feedback and retention
- The effective partnerships we develop and grow in the Leeds City Region
- Continued financial stability so we can innovate and invest in our students, people and resource
- Recognition of the value in the integration and co-ordination of primary, secondary, further and higher education in Leeds and its surrounding region.

LEGAL STATUS

The Corporation was established under the terms of The Further and Higher Education Act 1992 and is governed by Instrument & Articles of Government, setting out its powers and responsibilities. It is an exempt charity.

Leeds Conservatoire is a company limited by guarantee, formed under the Companies Act 2006, and is an exempt charity. Its powers are set out within the company’s Articles of Association. The Corporation is the sole company member of Leeds Conservatoire.

White Rose Academies Trust is also a company limited by guarantee, formed under the Companies Act 2006, and is an exempt charity. Its powers are set out within the company’s Articles of Association. The Corporation sponsors the Trust.

Terms of Reference set out the responsibilities of the Harrogate College Board, Keighley College Board and Leeds City College Board respectively. For the avoidance of doubt, these boards are not separate legal entities, instead forming part of the Corporation described above.

The group members are closely associated organisations, with complementary public benefit objects and a common purpose. The member boards have each determined that, for the benefit of the learners and pupils and by extension for the public benefit, it is desirable to maximise the strategic and operational integration of the member boards and for this purpose to maximise the alignment of their respective decision making processes, in pursuit of the charitable objects of each member organisation (subject to their non-delegable primary governance responsibilities and authority, their regulator obligations, and management of any potential conflict of interest/loyalty). This scheme of delegation aims to support this approach.

DISPUTE RESOLUTION

It is not the intention for the group board to usurp the non-delegable functions of the member boards and it is incumbent on all parties to maintain vigilance in the application of this scheme of delegation. If the group board makes any decision that any party considers was a non-delegable decision of any member board, the group board shall urgently consider the matter and if considered appropriate the matter shall be remitted to the relevant member board indicating the desirability, or requirement, for the issues relating to the group board decision to be duly and fully considered by the relevant member board and either (a) ratified by the relevant board; or (b) reversed by the relevant board, allowing for a replacement decision by the relevant board.

Any disagreement between a member board and the group board in relation to any proposal/recommendation put forward for approval to be referred to a dispute resolution process.

Any board member who is concerned about any aspect of the operation of the group board or a member board may raise it directly with the chair of the group board. The chair of the group board shall be responsible for any such concern being addressed in an appropriate manner. In an extreme case appropriate action may include referral to the dispute resolution process.

REVIEW AND APPROVAL

The group board will have the absolute discretion to review this Memorandum of Understanding & Scheme of Delegation at least annually and in doing so will have regard to and give due consideration to any views of the member boards. It may be varied by agreement of the group board, the Leeds Conservatoire (LC) board and the White Rose Academies Trust (Trust) board.

SCHEME OF DELEGATION

		Governance & Decision Making Process	Notes & Related Documents
1	Strategy and Policy		
1.1	Strategic Direction (including vision, mission, values)	<p>Overall group strategy approved by group board, LC board and Trust board with group board scrutiny and oversight of the performance of the group in delivering the agreed strategy.</p> <p>Strategies and policies of individual group member organisations approved by the respective group member board (albeit within the parameters of the agreed group strategy) and shared with the group board. Member board scrutiny and oversight of the delivery of agreed strategy.</p>	<p>Group strategy to be considered (usually annually) at group-wide world café (or similar) event.</p> <p>Opportunity to be provided (usually annually) at group world café (or similar) events for each group member organisation to provide updates and report on progress against their organisational strategies.</p> <p>A summary report providing feedback from each member board is also presented (via the respective chair and senior leader) at quarterly group board meetings.</p>
1.2	Strategic & Operational Plan	<p>Group Strategic & Operational Development Plan to be approved on an annual basis by the group board, following recommendation of organisational quality and financial targets by the respective member boards. Detailed scrutiny, challenge and monitoring of all aspects of the quality of education and other organisational targets is the responsibility of individual member boards, with the group board retaining group-wide oversight of the performance of the group.</p> <p>The Group Strategic & Operational Development Plan also includes annual group-wide strategic priorities, derived from the group strategy.</p>	<p>Group members will be provided with a mid-year update on progress against the group-wide strategic priorities (as part of a world café or similar event) and will be consulted on strategic priorities for the following year, prior to these being included in the Group Strategic & Operational Development Plan.</p>

		Any strategic/operational plans of individual group member organisations approved by the respective group member board (albeit within the parameters of the group plan).	
1.3	Business Planning	Each member of Luminate Education Group, including each school in the White Rose Academies Trust, plans and manages their annual income and expenditure budgets, and three year plans, with their own boards of governors and directors. We have a consistent business planning system across the group, where our people are involved in planning our future, are engaged with decisions and help ensure resources we need to deliver on our purpose and values are in place.	Also see section 3 (Finance).
1.4	Growth Strategy	Both the group board and the relevant member board to approve the opening or acquisition of any type of new education provision having considered the outcomes of due diligence and recommendation of the executive. Once approved, governance oversight will rest with the relevant group member board.	The senior leaders of member organisations should work together to ensure that their respective board(s) are kept well informed to enable timely decision making.
1.5	Curriculum Strategy	Member boards are responsible for the setting and review of the curriculum and in doing so shall have regard to any views of the group board and the group strategy.	
1.6	Property Strategy	The group board will approve the overall group Property Strategy, identifying the suitability of buildings and facilities in light of long term curriculum needs, and the need for and availability of capital investment. Each member board will approve aspects of the overall strategy relating to their organisation. The Group Property Strategy Committee (PSC) and Group Finance Committee (in relation to financial aspects) maintains strategic oversight of the agreed property strategy and the individual projects within in, monitoring the delivery of the overall objectives of the strategy.	Group committees operate in accordance with terms of reference determined by the group board and within the parameters of the financial regulations – see terms of reference and financial regulations. The remit of the Group PSC and Group Finance Committee currently extends to all parts of the group other than White Rose Academies Trust.
1.7	Policies	Group board to approve any group-wide policies (applying to	

		<p>all or multiple group member organisations) requiring board approval, taking account of any views of the member boards, following which they will be presented to the relevant boards for approval/adoption.</p> <p>Individual group member boards to approve any local policies requiring board approval, albeit within the parameters of the group strategy/policy.</p>	
2	Leadership and Management		
2.1	Appointment of Senior Staff	<p>Group CEO, Group Deputy CEOs and Group Vice Principals to be appointed by the group board. Line management of the Group CEO will be via the chair of the group to the group board.</p> <p>Line management of the Group Deputy CEOs and Group Vice Principals will be via the Group CEO, in conjunction with the relevant member board chair (if applicable).</p> <p>FE College Principals to be appointed jointly by the relevant member board chair (or nominee) and the Group CEO. Line management of FE College Principals will be via a member of the group executive leadership team (ELT), in conjunction with the relevant member board chair.</p> <p>Principal of Leeds Conservatoire (LC) appointed by the Conservatoire board and the Group CEO. Line management by the Group CEO, in conjunction with the chair of the LC board.</p> <p>CEO, Executive Principal, Academy Principals and Chief Financial Officer of White Rose Academies Trust appointed by the Trust board, in conjunction with the Group CEO. Line management of the Trust CEO will be via the Group CEO, in conjunction with the chair of the Trust board. Line management of Academy Principals within the Trust will be via the Trust CEO.</p>	<p>All appointments to comply with the relevant Instrument & Articles of Government / company Articles of Association and any other regulatory requirements imposed on individual group member organisations.</p> <p>Also refer to terms of reference of Group Remuneration Committee.</p>
2.2	Senior Staff Remuneration and Conditions of Service	Member boards, in conjunction with the Group CEO, to review and make recommendations annually to the Group Remuneration Committee, the	The Group Remuneration Committee advises on the remuneration and conditions of service of those senior staff within

		<p>committee's role being one of moderation for the group.</p> <p>Following consideration and recommendation by the committee, the final decision rests with the group board/LC board/Trust board (as applicable), with group-wide oversight by the group board.</p>	<p>its remit. See committee terms of reference and Senior Staff Pay Policy for further details.</p>
2.3	Senior Staff Target Setting and Performance Appraisals	<p>The Group CEO, in conjunction with the respective chair(s) will present annual performance targets for senior staff to the Group Remuneration Committee. Having considered proposals put forward by the Group CEO, the committee will recommend targets for those senior staff within its remit to the group board/LC board/Trust board (as applicable) for approval.</p> <p>The chair of the group will carry out the performance appraisal of the Group CEO. Members of the group executive leadership team to be appraised by the Group CEO, in conjunction with the relevant member board chair (if applicable). FE College Principals to be appraised by their designated line manager (a member of the group executive leadership team), in conjunction with the relevant member board chair. The outcomes of senior staff performance appraisals will be reported to the Group Remuneration Committee.</p>	
3	Finance		
3.1	Annual Operating Budget and Financial Plan	<p>Consolidated annual operating budget and financial plan to be approved by the group board (via the Group Finance Committee) following approval and recommendation of individual budgets by group member boards.</p> <p>The consolidated budget and financial plan excludes White Rose Academies Trust. The Trust's budget and financial plan is approved by the Trust board subsequently being asked to endorse the budget set.</p> <p>Financial targets for all parts of the group will also be included in the Group Strategic & Operational Development Plan</p>	<p>All Luminate Education Group member organisations are financially stronger together. This includes significant savings achievable through 'purchasing power', better access to specialists and benefits from pooling high level financial risk management. Our collective size means that we are able to more easily plan and efficiently deliver significant capital projects that support the growth, resources and sustainability for all our current and future group members.</p>

		each year, as described at section 1.2 above.	<p>Following approval of the budgets and financial plans, each member board is required to monitor the budget for their organisation and to inform the group board without delay of any likely deficit in the accounts or any need for significant unplanned expenditure and will discuss with the group board options for remedial funding.</p> <p>Also refer to the Group and White Rose Academies Trust Financial Regulations and terms of reference of the Group Finance Committee and White Rose Academies Trust Audit, Risk & Finance Committee.</p>
3.2	Year End Financial Statements (Statutory Annual Accounts)	<p>Leeds Conservatoire (LC) financial statements (statutory annual accounts) to be approved by the Conservatoire board (via the LC Audit Committee).</p> <p>White Rose Academies Trust (WRAT) financial statements (statutory annual accounts) to be approved by the Trust board (via the WRAT Audit, Risk & Finance Committee).</p> <p>Consolidated financial statements and accounts for Luminate Education Group to be approved by the group board (via the Group Audit Committee).</p>	
3.3	Financial Regulations (including levels of authority for expenditure etc.)	Following review and recommendation by the respective Audit Committee, financial regulations will be approved by the group board, LC board and Trust board.	<p>The levels of financial delegation and financial responsibilities are detailed within financial regulations. Member boards shall ensure that these regulations are observed at all times.</p> <p>(Note: White Rose Academies Trust currently operates with separate financial regulations to other parts of the group – it is intended to move to a single set of group financial regulations during 2022, subject to</p>

			consultation with the Audit Committee.)
4	Audit, Assurance and Risk		
4.1	Audit and Assurance	The relevant boards will establish an Audit Committee to advise on the systems of internal control, risk management and corporate governance arrangements. The committee(s) will operate in accordance with terms of reference agreed by the board and in accordance with the requirements of each entity's funding body.	At present there is a separate Audit Committee in place for each legal entity within the group (3 in total) – it is intended to explore the possibility and potential advantages of establishing a single Group Audit Committee during 2022.
4.2	System of Internal Control	<p>The group board is ultimately responsible for the FE Corporation's system of internal control and for reviewing its effectiveness. The same applies to the Conservatoire board in relation to Leeds Conservatoire and the Trust board in relation to White Rose Academies Trust, with group-wide oversight by the group board.</p> <p>Day to day responsibility is delegated to the respective Accountable Officer for maintaining a sound system of internal control that supports the achievement of the organisation's policies, aims and objectives, whilst safeguarding the public funds and assets for which s/he is personally responsible, in accordance with the responsibilities assigned to him/her in the funding agreements in place with the funding bodies. They are also responsible for reporting to the board(s) any material weaknesses or breakdowns in internal control.</p>	
4.3	Risk Management	<p>As with all group-wide policies, the Group Risk Management Policy & Procedure will be approved by the group board, LC board and Trust board (on the recommendation of the respective Audit Committee).</p> <p>Risk registers for each part of the group are owned by the relevant senior staff member and are monitored by the relevant member board. A group risk register summarises key risks at group level and is monitored by the group board.</p>	Refer to Group Risk Management Policy & Procedure and Group Risk Appetite Statement for further details.

5	Governance		
5.1	Establishment of committees (including committee membership and terms of reference)	<p>Group-wide committees to be approved by group board.</p> <p>Local committees, task & finish groups and, in the case of White Rose Academies Trust, local accountability boards (LABs) to be approved by member boards.</p>	Any such approval to be in accordance with the Luminate Education Group Instrument & Articles of Government or, in the case of Leeds Conservatoire or White Rose Academies Trust, their company Articles of Association, and/or any other regulatory requirements imposed on individual group member organisations.
5.2	Schemes of Delegation	<p>Group Scheme of Delegation (this document) to be approved by the group board, LC board and Trust board. To be reviewed annually (via the Group Governance & Nominations Committee) with due consideration given to any views of the member boards.</p> <p>Any local scheme(s) of delegation to be approved by the relevant member board.</p>	
5.3	Appointment of Board Members	<p>Group and FE College board members to be appointed by the group board (via the Group Governance & Nominations Committee)</p> <p>Leeds Conservatoire board members (company directors & charity trustees) to be appointed by the group board, as stipulated in the company's Articles of Association. The Conservatoire board retains the right to appoint up to 2 co-opted board members, as stipulated in the Articles of Association.</p> <p>White Rose Academies Trust board members (company directors & charity trustees) to be appointed by the Trust's Members and/or the Luminate Education Group (as Sponsor of the Trust), in accordance with the company's Articles of Association. The Trust board retains the right to appoint up to 3 co-opted board members, as stipulated in the Articles of Association.</p>	Also see the group's policy on the selection, appointment and reappointment of governors and co-opted board and committee members and the Governance & Nominations Committee terms of reference.
5.4	Appointment of Chairs and Vice Chairs	<p>Luminate Education Group Chair and Vice Chair(s) and the Chairs of each FE college board to be appointed by group board.</p> <p>Chair and Vice Chair(s) of Leeds Conservatoire to be</p>	In accordance with the group's governance structure, the Chair of each group member board will also be appointed to serve as a

		<p>appointed by the Conservatoire board.</p> <p>Chair and Vice Chair(s) of White Rose Academies Trust to be appointed by the Trust board.</p>	<p>governor on the Luminate Education Group board.</p> <p>All members of the group board, when acting as group board members, shall act in the best interests of the group as a whole and not as representatives, or advocates, of the distinct position, or a potentially distinct interest, of any of the group members. However, a group board member may and naturally will bring the informative perspective of a group member organisation with which s/he is connected.</p> <p>The group board shall ensure members of the group board from the member boards are fully consulted on regulatory, strategic and operational matters that are distinctive to the separate group member organisations.</p>
5.5	Removal of Board Members	To be carried out strictly in accordance with the provisions of the relevant Instrument & Articles of Government / Articles of Association.	
5.6	Compliance with Charity Law, Company Law, Instrument & Articles of Government, Articles of Association and other statutory and regulatory requirements	<p>Statutory duties are imposed on each legal entity within the group; the relevant boards are therefore responsible for the oversight and monitoring of compliance in these areas with the group board retaining group-wide oversight.</p> <p>The Luminate Education Group Board of Governors has ultimate responsibility in relation to the FE Corporation (and retains strategic oversight of compliance within Leeds Conservatoire and White Rose Academies Trust as sole member and sponsor respectively).</p> <p>The Leeds Conservatoire Board of Directors has ultimate responsibility for the Conservatoire's compliance.</p> <p>The White Rose Academies Trust Board of Directors has ultimate responsibility for the</p>	<p>This includes statutory duties relating to Safeguarding & Prevent, Equality, Diversity & Inclusion, Health & Safety and Special Educational Needs & Disabilities. Each member board to report to the group board at least annually on how these statutory duties have been met.</p>

		Trust's compliance, with governance oversight also being provided by the Trust's Members.	
5.7	Attendance at Meetings	<p>The group board may from time to time invite members of the member boards who are not group board members to attend, observe and speak at group board meetings.</p> <p>The chair of the group shall be permitted to attend, observe and speak at member board meetings, having discussed and agreed this with the member board chair in advance.</p>	
6	Shared Services		
6.1	Group Shared Services	The overarching principle of the Group Shared Services offer is that we can achieve more for all by working together.	A detailed proposal is being prepared for board consideration/approval during 2021/22.
7	General		
7.1	Data	Each member board shall provide such data and information as the group board may require from time to time.	Subject to appropriate data sharing agreements to ensure compliance with data protection legislation.