

**LUMINATE EDUCATION GROUP**  
**MEMORANDUM OF UNDERSTANDING & SCHEME OF DELEGATION**  
**DECEMBER 2024**

## **INTRODUCTION**

### **Interpretation**

“Luminate Education Group”, “The Group” or ‘Group Members’ means Harrogate College, Keighley College, Leeds City College, Leeds Conservatoire and University Centre Leeds.

“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, Leeds City College Board, Leeds Conservatoire Board of Directors and the University Centre Leeds Board.

“Group Committees” includes the Audit Committee, Governance & Nominations Committee, Remuneration Committee, Finance Committee and Property Strategy Committee.

### **Objectives**

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

- To define the relationship between the Corporation and the Group Members.
- To ensure clear delineation 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 each Group Member, 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 Luminate Education Group**

Luminate Education Group is a collection of passionate education providers based in the Leeds City Region. Our purpose is to collectively transform lives through inspirational education, training and support. We see ourselves as ‘always stronger together’.

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.

### **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. Leeds Conservatoire is a wholly owned subsidiary of Luminate Education Group and therefore the Corporation is the sole company member (akin to shareholder).

Terms of Reference set out the responsibilities of the Harrogate College Board, Keighley College Board, Leeds City College Board and University Centre Leeds Board respectively. This Scheme of Delegation should be read in conjunction with the Terms of Reference. 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 learners 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 any non-delegable primary governance responsibilities and authority, regulatory obligations, and management of any potential conflict of interest/loyalty). This scheme of delegation aims to support this approach.

## SCHEME OF DELEGATION

### Role of the Governing Body (Group Board)

The Governing Body's responsibilities as outlined in the Education Act 2011 must include:

- The determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- The effective and efficient use of resources, the solvency of the institution and the safeguarding of assets.

Whilst some powers of the Governing Body can be delegated, the non-delegable powers of the Governing Body as defined in the Instrument & Articles of Government are:

- The determination of the educational character and mission of Luminare Education Group;
- The approval of the annual estimates of income and expenditure;
- The responsibility for ensuring the solvency of Luminare Education Group and safeguarding of its assets;
- The appointment of the Group CEO or the Clerk (Director of Governance);
- The modification or revocation of the Articles of Association.

In addition, the Governing Body may not delegate:

- The consideration of the case for dismissal; and
- The power to determine an appeal in connection with the dismissal of the CEO, the Clerk or the holder of a senior post, other than to a committee of members of the Governing Body.

These decisions are therefore reserved for determination by the Governing Body (Group Board). However, the overall aim of the Governing Body is to maintain its strategic governance role and as a result it is necessary for the Group Board to delegate certain functions, as detailed within this scheme of delegation.

### Decision Levels

1	Governing Body (Group Board)
2	Group Committee
3	Member Board
4	Chair of the Governing Body
5	Group CEO
6	Director of Governance

	Decision Level					
<b>Strategy and Policy</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>
Approval of overall Group Strategy and monitoring of its delivery						
Approval of Group Member Strategies (within the parameters of the overall Group Strategy) and monitoring of delivery						
Approval of Group Strategic and Operational Development Plan (SODP) and Targets and monitoring of performance						
Approval (and recommendation to the Group Board) of Group Member targets (for inclusion in SODP) and monitoring of performance						
Approval of Curriculum Strategy – Group Members (within the parameters of the overall Group Strategy)						
Review (and recommend to the Group Board) the Group Curriculum, Student Growth & Property Strategy and, in the case of Group Members, the individual projects relating to their organization		PSC + FC				
Approval of Group Curriculum, Student Growth & Property Strategy						
Approval of Policies – Group Level			LC only			
Approval of Policies – Group Member Level						
	Decision Level					
<b>Curriculum and Quality</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>
Approve and monitor College Self Assessment Reports and Quality Improvement Plans						
Approve and monitor the Group Self Assessment Report and Quality Improvement Plan						
Monitor the standards of teaching, learning and assessment and education performance						
	Decision Level					
<b>Leadership and Management</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>
Appointment of Group CEO, Deputy CEOs and Director of Governance						
Appointment of Group Vice Principals						
Line management of Group CEO and Director of Governance						
Line management of Deputy CEOs and Vice Principals						
Appointment of College Principals (or equivalent)					Joint	
Annual review of senior staff remuneration		RC				
Approval of senior staff remuneration			LC only			
Reviewing (and recommending for approval) senior staff appraisal targets		RC			Joint	
Approval of appraisal targets – Group CEO, Deputy CEOs and Vice Principals						
Approval of appraisal targets – College Principals (or equivalent)						
Carrying out senior staff appraisals	Line Manager in conjunction with Chair of relevant Member Board					
Consideration of performance against senior staff appraisal targets		RC				
	Decision Level					
<b>Finance</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>
Reviewing (and recommending for approval) the Annual Operating Budget – Group Members						

Reviewing (and recommending for approval) the Group's Financial Objectives, Annual Operating Budget and Three Year Financial Plan		FC				
Approval of the Group's Financial Objectives, Annual Operating Budget and Three Year Financial Plan						
Reviewing (and recommending for approval) the Group's Year End Financial Statements (Statutory Annual Report and Accounts)		AC				
Approval of Group Year End Financial Statements (Statutory Annual Report and Accounts)			LC only			
Reviewing (and recommending for approval) the Group Financial Regulations		AC + FC				
Approval of Group Financial Regulations			LC only			
Approval of (and monitoring performance against) the Students' Union Budget		FC				
	<b>Decision Level</b>					
<b>Risk Management</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>
Review (and recommend for approval) the Group Risk Management Policy and Risk Appetite Statement		AC				
Approval of Group Risk Management Policy and Risk Appetite			LC only			
Review (and recommend for approval) the Risk Register – Group		AC				
Approval of Group Risk Register and monitoring the implementation of actions to mitigate risks						
Review and approval of Risk Register (Group Member Level) and monitoring the implementation of actions to mitigate risks						
	<b>Decision Level</b>					
<b>Governance</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>
Establishment of Group Committees (including membership and terms of reference)						
Establishment of local (sub)committees / task & finish groups (including membership and terms of reference)						
Recommending appointments to governance roles – Group Board, Group Committees and Member Boards		G&N				
Approving appointments to governance roles – local (sub)committees / task & finish groups						
Appointment of Chair – Group Board and Member Boards						
Appointment of Chair / Vice Chair – Group Committees	In accordance with committee terms of reference					
Appointment of Vice Chair(s) – Group Board						
Appointment of Vice Chair(s) – Member Boards						
Consideration (and recommendation) of case to remove Board / Committee Members		G&N				
Removal of Board / Committee Members						
Review and Approval of Students' Union Constitution			LC only			
Annual Review of the Instrument & Articles of Government (I&A) and Group Governance Policies						
Review of any proposed changes to the I&A and/or Group Governance Policies		G&N				
Approval of any changes to the I&A and/or Group Governance Policies						

**Dispute Resolution**

It is not the intention of the group board to usurp the non-delegable functions of any member boards. 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 whereby three members of the relevant boards will meet as soon as practicably possible to discuss and use their respective best endeavours to resolve the dispute.

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 and the Leeds Conservatoire (LC) board.