

**THE SOCIETAS TRUST**

**SCHEME OF DELEGATION**

**EFFECTIVE DATE:** September 2018

## 1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, The Societas Trust (the “Company”) is governed by a Board of Directors (the “Directors”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. This Scheme of Delegation will apply to all academies for which the Company is responsible (the “Academies”) and details for each individual academy, e.g. name, location, whether primary or secondary (or “all through”) and any specific matters relating to that academy will be set out in Appendix One of this Scheme of Delegation. Any reference to “the Academy” in this Scheme of Delegation will be a reference to the Academy so named in the relevant Appendix. For some Academies additional changes to this Scheme of Delegation will be made and the clauses changed will be noted in Appendix One. The responsibilities of the relevant parties are listed in Appendix Two.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (“DfE”) (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Directors either appoint people to serve on a board (the “Local Governing Board”) which has been established to ensure the good governance of the Academy or determine the membership of the Local Governing Board through their approval of Appendix 1 to this Scheme of Delegation.
- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the members of the Local Governing Board and the commitments to each other to ensure the success of the Academy.
- 1.5 This Scheme of Delegation has been put in place by the Directors from the

Effective Date in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

- 1.6 Before making changes to the Scheme of Delegation that applies to one or more Academies, the Directors shall consult with the Local Governing Boards. In considering any material changes to the Scheme of Delegation, the Directors will have regard to and give due consideration of any views of the Local Governing Boards.
- 1.7 Words importing the masculine gender only shall include the feminine gender.
- 1.8 "Members of the Local Governing Board" means the individuals who are appointed under Appendix One of this Scheme of Delegation to sit on the Local Governing Board of an Academy.
- 1.9 "Supplemental Funding Agreement" means a supplemental funding agreement entered into between the Secretary of State for Education and the Company relating to the funding for an Academy

## **2. LOCAL GOVERNING BOARD ADHERENCE TO COMPANY OBJECT**

2.1 The Local Governing Board shall act consistently with the Company's object which is as follows:

to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which shall include:

The Directors may develop a mission statement for the Academies in consultation with the Local Governing Boards and the Local Governing Boards will act consistently with that mission statement.

2.2 The Company will put measures in place to support schools if the need arises. Schools work collaboratively with other schools run by the Company in order to share resources, knowledge and expertise as may be appropriate.

2.3 At all times, the Directors and the Local Governing Board shall ensure that the Academy, is conducted in accordance with the object of the Company, as stated in 2.1, the terms of the trust governing the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

### 3. **DIRECTORS' POWERS AND RESPONSIBILITIES**

- 3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools in the Company. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required acting in accordance with clause 1.6 above.
- 3.2 The Directors have a duty to act in the fulfilment of the Company's objects.
- 3.3 Directors will have regard to the interests of the other Academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy. In light of this, the Local Governing Board also acknowledges the desire and obligation on the Directors to put in place measures to ensure that any Academy for whom the Company is responsible is supported when the need arises. Where this may have a financial impact on the Academy, any policy shall first be discussed with the

Local Governing Board and their views taken into account in relation to the setting and implementation of any such policy.

- 3.4 The Articles provide for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. The Local Governing Board of an Academy is a committee formed by the Directors and derives its power from the Directors. The Local Governing Board in conjunction with the Head Teacher is responsible for fulfilling a largely strategic role in the conduct of an Academy (or federation of Academies) as well as being responsible for the internal organisation, management and control of the Academy (or federation of Academies). The Directors may also delegate responsibility to the Head Teacher.
- 3.5 The constitution, membership and proceedings of the Local Governing Board is determined by the Directors and this Scheme of Delegation expresses such matters as well as acknowledging the authority delegated to the Local Governing Board in order to enable the Local Governing Board to run the Academy and fulfil the Academy's mission.
- 3.6 With the consent of the directors, the Local Governing Boards of two or more Academies may decide to collaborate or pool resources to further the objects of the Company more efficiently, whether along geographical lines or otherwise. The Directors shall support and facilitate such collaboration. The Local Governing Boards who are collaborating shall keep the Directors informed of such collaboration in order to help the Directors provide effective support.
- 3.7 The Directors also recognise the role that the Academies play in their communities and the Local Governing Board is free to decide how such support and patronage is given. The Local Governing Board shall ensure that any support is not inconsistent with the objects of the Company and the restrictions on use of its charitable resources and any advice or restriction placed on the Company by the Secretary of State. The Local Governing Board shall ensure that any formal collaboration or support is appropriately documented and the details notified to the Directors.
- 3.7.1 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Board and attend any meetings of the Local Governing Board.

- 3.7.2 All persons appointed or elected to the Local Governing Board shall give a written undertaking to the Directors to uphold the object of the Company.

## **THE LOCAL GOVERNING BOARD**

### **3.1 Resignation and removal**

- 3.1.1 A person serving on the Local Governing Board shall cease to hold office if he resigns his office by notice to the Local Governing Board (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 3.1.2 A person serving on the Local Governing Board shall cease to hold office if he is removed by the person or persons who appointed him.

Removal of a person appointed by the Local Governing Board is effected by a resolution of the Local Governing Board but only if:

- The removal is confirmed by a resolution passed at a second meeting of the Local Governing Board not less than 14 days after the first meeting;
  - The removal of the person has been specified as an item on the agenda of both meetings; and
  - The following additional conditions are satisfied:
    - The person or persons proposing the removal must at the meeting give reasons for the proposal and the person concerned must have the chance to make a statement in response
    - The person subject to removal is provided with written details of the case against them ahead of any meeting, which should also include details of how the case is being handled, and the timeframes involved.
- 3.1.3 Before removing a person serving on the Local Governing Board, the person or persons who appointed him must first ask whether removing him is an appropriate response and whether alternative action has been attempted. It may well be that informal discussions which have been had ultimately led to suspension, but the individual has continued to behave in a way that is disrupting the effectiveness of the Local Board. In which case it may be wholly appropriate to remove them.

Nevertheless, the Local Board will need to ensure that their removal is fair and justified.

- 3.1.4 Local Governing Boards are expected to provide an appeals procedure to enable any person removed by resolution at the second meeting to test the reasonableness of the Local Governing Board's decision to remove them. The appeals panel of 3 members should be completely independent of the Local Governing Board, and include governors from other Local Governing Boards in the Trust and/or representatives from the Directors' Board.
- 3.1.5 If any person who serves on the Local Governing Board in his capacity as an employee at the Academy ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Local Governing Board automatically on termination of his work at the Academy.
- 3.1.6 Where a person who serves on the Local Governing Board resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Local Governing Board who shall inform the Directors.

## 3.2 **Disqualification of members of the Local Governing Board**

- 3.2.1 No person shall be qualified to serve on the Local Governing Board unless he is aged 18 or over at the date of his election or

appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Board.

- 3.2.2 A person serving on the Local Governing Board shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 3.2.3 A person serving on the Local Governing Board shall cease to hold office if he is absent without the permission of the Chair of the Local Governing Board from all the meetings of the Local Governing Board held within a period of six months and the Local Governing Board resolves that his office be vacated.
- 3.2.4 A person shall be disqualified from serving on the Local Governing Board if:
  - 3.2.4.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - 3.2.4.2 he is the subject of a bankruptcy restrictions order or an interim order.
- 3.2.5 A person shall be disqualified from serving on the Local Governing Board at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 3.2.6 A person serving on the Local Governing Board shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 3.2.7 A person shall be disqualified from serving on the Local Governing Board if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to

which he was privy, or which he by his conduct contributed to or facilitated.

- 4.2.8 A person shall be disqualified from serving on the Local Governing Board if he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 3.2.9 A person shall be disqualified from serving on the Local Governing Board if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 3.2.10 A person shall be disqualified from serving on the Local Governing Board where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 3.2.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Board if he has not provided to the chairman of the Local Governing Board a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Head Teacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to

determine the matter. The determination of the Secretary of State shall be final.

4.2.12 A person shall be disqualified from serving on the Local Governing Board if he has been disqualified from being a Governor of a Church of England designated school where applicable.

4.2.13 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Board; and he =was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Local Governing Board who shall inform the Directors.

3.2.12 This clause 4.2 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Local Governing Board who is not a member of the Local Governing Board.

#### **4. DELEGATED POWERS**

##### **4.1 General Provisions**

4.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution, the management of the business of the Academy shall be delegated by the Directors to the Local Governing Board who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Board which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Board by this Scheme of Delegation and a meeting of the Local Governing Board at which a quorum is present may exercise all the powers so delegated.

4.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Company (which the Local Governing Board shall comply with) and to consider and respond to strategic issues. Whilst

the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governing Board.

4.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Board and without detracting from the generality of the powers delegated, the Local Governing Board shall have the following powers, namely:

4.1.3.1 to expend certain funds of the Company as permitted by clause 5.2 in such manner as the Local Governing Board shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Company such part of the funds of the Company for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and

4.1.3.2 to enter into contracts on behalf of the Company in so far as they relate to the Academy and are within the scope of the Local Governing Board's responsibility as set out in this Scheme of Delegation.

4.1.4 In the exercise of its powers and functions, the Local Governing Board may consider any advice given by the Head Teacher, any other executive officer of the Academy or the Company, the Directors.

4.1.5 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the Local Governing Board in the name of the Company if so deemed appropriate and after taking advice from the Company's bank and Accountants. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Local Governing Board except where expenditure exceeds such amount as the Directors shall notify from time to time in which case one of those signatories shall be the chairman of the Directors or in his absence the vice-chairman of Directors.

- 4.1.6 No monies of the Company (whether or not authority to expend has been devolved to the Local Governing Board) shall be paid into any bank account other than a bank account authorised by the Directors.

## 4.2 Finance

- 4.2.1 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the company and generated from the activities of the Company, the Directors delegate to the Local Governing Board the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy subject to such restrictions or other stipulations as the Directors may impose from time to time in respect of the Academy. The Local Governing Board acknowledges the support provided by the Directors and that certain costs will be incurred by them in undertaking their functions and meeting their responsibilities, in particular in relation to:

4.2.1.1 the production of corporate accounts for the Company and the auditing of those accounts;

4.2.1.2 ensuring appropriate insurances are in place and implementing a suitable risk management strategy;

4.2.1.3 the functions of the Company Secretary and Responsible Officer (required for the purposes of the Master Funding Agreement); and

4.2.1.4 other central services and functions provided by Directors.

There may be other services provided by the Directors on either an optional or a non-discretionary basis and these will be agreed with the Local Governing Board. In light of this, the Local Governing Board will be expected to meet a proportion of the costs incurred by the Directors, which shall be determined by the Directors on annual basis. The Directors will on request make available to the Local Governing Board full details of the expenditure incurred by the Directors on behalf of the Company and will in advance of each

academic year circulate a draft budget for the Company for discussion with the Local Governing Board.

- 4.2.2 Whilst the Local Governing Board shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 5.1.3, the Local Governing Board shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above such amount as shall be notified by the Directors to the Academy from time to time.
- 4.2.3 The accounts of the Company shall be the responsibility of the Directors but the Local Governing Board shall provide such information about the finances of the Academy as often and in such format as the Directors shall require. The Directors will be seeking to harmonise the financial systems of the Academies and the Local Governing Board will support this objective, both acknowledging the intention not to overburden the Academy by seeking to implement significant changes too swiftly.
- 4.2.4 The Local Governing Board shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Master Funding Agreement are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State. For the avoidance of doubt the Directors and the Local Governing Board acknowledge the restriction on borrowing contained in the Master Funding Agreement.
- 4.2.5 The Local Governing Board shall seek the approval each year of the Directors to the budget for the Academy and shall use all reasonable endeavours to operate within this budget. The Local Governing Board shall inform the Directors of any need for material unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 4.2.6 The Local Governing Board shall apply appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy. The Academy will comply with any requests of the Directors to undertake a risk assessment of the activities of the

Academy whether for auditing purposes or not and whether such assessment is required by the Secretary of State or not. The Directors will notify the Local Governing Board of its risk assessment policy from time to time and the Local Governing Board shall use its best endeavours to comply with it at all times.

- 4.2.7 The Directors acknowledge the Local Governing Board's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Local Governing Board for the purposes for which they have been raised and otherwise solely at the discretion of the Local Governing Board provided this is within the objects of the Company. Proper accounts will be kept by the Local Governing Board showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Company to note these funds separately in the accounts of the Company.

#### 4.3 **Premises**

- 4.3.1 Subject to and without prejudice to clauses 5.3.2 and 5.3.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Board, 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 Directors (and/or any others) as owners of such buildings and facilities.
- 4.3.2 The Local Governing Board shall in conjunction with the Directors develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Board's responsibility to ensure the buildings and facilities are maintained to a good standard.
- 4.3.3 The responsibility for any disposals or acquisitions of land owned by the Company will be that of the Directors

4.3.4 Insuring the land and buildings used by the Academy will be the responsibility of the Company which shall recover the cost from the budget delegated to the Local Governing Board to the extent the same is not otherwise reclaimed directly from the Education Funding Agency or any successor body.

4.3.5 The Local Governing Board will notify the Directors as soon as reasonably practicable following the occurrence of an event in respect of which insurance has been obtained. The responsibility for notifying the insurers is the Local Governing Board. The Directors and the Local Governing Board will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

#### 4.4 **Resources**

##### 4.4.1 **Head Teacher**

4.4.1.1 The Head Teacher shall be appointed by the Head Teacher Appointment Board and the appointment shall first be approved by the Directors. The Directors and the Local Governing Board may delegate such powers and functions as they consider are required by the Head Teacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Local Governing Board and for the direction of the teaching and curriculum at the Academy).

4.4.1.2 The Directors and the Local Governing Board shall ensure that the Head Teacher is committed to upholding the Mission of the Company.

##### 4.4.2 **Other Staff**

4.4.2.1 The Local Governing Board shall be accountable for the appointment and management of all other staff to be employed at the Academy, provided that the Local Governing Board shall,;

- 4.4.2.1.1 comply with legislation and all policies dealing with staff issued by the Directors from time to time;
  - 4.4.2.1.2 take account of any pay terms set by the Directors;
  - 4.4.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;
  - 4.4.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;
  - 4.4.2.1.5 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.
  - 4.4.2.1.6 where such staff are to be employed as members of the senior leadership team at the Academy, the Directors' written consent to such appointments shall be obtained before any letters of offer are made to such a prospective employee.
- 4.4.2.2 The Local Governing Board shall carry out or delegate to either the Head Teacher and/or an appropriate committee (as appropriate) the performance management of all staff (including the Head Teacher) and shall put in place procedures for the proper professional and personal development of staff. The Directors in consultation with the Local Governing Board shall manage the performance of the Head Teacher.

#### 4.5 **Curriculum and Standards**

- 4.5.1 The Local Governing Board shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Directors in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.
- 4.5.2 The Local Governing Board shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors as they might issue from time to time.
- 4.5.3 The Directors shall be responsible for the setting and review from time to time of the Academy's admissions policy in accordance with Annex 1 to the Supplemental Funding Agreement for the Academy provided that no change will be made to the admissions criteria without the consent of the Local Governing Board. .
- 4.5.4 Any decision to expand the Academy shall be that of the Directors but who shall have regard to the views of the Local Governing Board.

#### 4.6 **Business Activities**

- 4.6.1 Whilst the undertaking of any activities designed to generate business income, would be the responsibility of the Local Governing Board, this shall only be undertaken in a manner consistent with any policy set by the Directors and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

#### 4.7 **Regulatory Matters**

- 4.7.1 The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Directors but the Local Governing Board shall do all such things as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.

**5. OPERATIONAL MATTERS**

- 5.1 The Local Governing Board shall comply with the obligations set out in Appendix 2 which deals with the day to day operation of the Local Governing Board.
- 5.2 The Local Governing Board will adopt and will comply with all policies of the Directors communicated to the Local Governing Board from time to time following consultation in the development of such policies.
- 5.3 The Directors and all members of the Local Governing Board have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 5.4 The Local Governing Board will review its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 5.5 The Local Governing Board shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 5.6 The Local Governing Board shall submit to any inspections by the Directors and any person appointed by them for the purpose of ensuring that the Academy is following the agreed principles and practices.

**6. PERIODIC REVIEW**

- 6.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy.
- 6.2 Notwithstanding this being the first Scheme of Delegation to apply in respect of the Academy, the Directors will have the absolute discretion to review this

Scheme of Delegation periodically and to alter any provisions of it.

- 6.3 Before making changes to a Scheme of Delegation that applies to one or more Academies, the Directors shall consult the Local Governing Board or Bodies affected. In considering any material changes to this Scheme of Delegation or any framework on which it is based or any material change to the composition of a Local Governing Board, the Directors will have regard and give due consideration to any views of the Local Governing Board.

## 7. **INTERVENTION AND REMOVAL OF DELEGATED RESPONSIBILITY**

- 7.1 In the event that the Secretary of State requests that the Company carry out Specified Remedial Measures or Further Remedial Measures in accordance with and as defined in an Academy's Supplemental Funding Agreement, the relevant Local Governing Board shall work closely with and shall promptly implement any advice or recommendations made by the Directors and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the relevant Local Governing Board under this Scheme of Delegation in such circumstances.

- 7.2 Notwithstanding the above, the Directors and the Local Governing Board acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Company and the impact this may have on the ability of the Directors to react when standards are falling and/or there is evidence of financial imprudence exposing the Local Governing Board and possibly more widely the Company itself to a threat of intervention. The Directors and the Local Governing Board in such circumstances make the following commitments to each other:

7.2.1 to discuss openly any situation which may in the opinion of either potentially lead to Specified Remedial Measures or Further Remedial Measures;;

7.2.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures;

7.2.3 to allow each other the opportunity to effect improvements at the Academy through directions to be issued to persons appointed either by the Local Governing Board (including the Head Teacher) in relation to the governance of the Academy provided such steps do not seek

to undermine the collaborative and respectful approach being adopted by each;

7.2.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time an interim executive board whose responsibility it will be to address the issues culminating in the threat of intervention, such interim executive board will be made up of an equal number of persons appointed by both the Directors and the Local Governing Board and shall have power to act subject only to the fulfilment of the Object of the Company.

8.2.5 not as Directors to exercise any power to remove a Head Teacher without first discussing the need to ensure that such power is being exercised appropriately and proportionately.

## **FUNCTIONING OF THE LOCAL GOVERNING BOARD**

### **8. CHAIRMAN AND VICE-CHAIRMAN OF THE LOCAL GOVERNING BOARD**

8.1 The members of the Local Governing Board shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. A person who is employed by the Company (whether or not at the Academy) shall not be eligible for election as chairman or vice-chairman. Subject to paragraph 9.3, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 9.

8.2 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Local Governing Board. The chairman or vice-chairman shall cease to hold office if:

8.2.1 he ceases to serve on the Local Governing Board;

8.2.2 he is employed by the Company whether or not at the Academy;

8.2.3 he is removed from office in accordance with this Scheme of Delegation; or

8.2.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.

- 8.3 Where by reason of any of the matters referred to in paragraph 9.2, a vacancy arises in the office of chairman or vice-chairman, the members of the Local Governing Board shall at its next meeting elect one of their number to fill that vacancy.
- 8.4 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 8.5 Where in the circumstances referred to in paragraph 9.4 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Local Governing Board shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.
- 8.6 The Clerk to the Local Governing Board who is not a candidate for election shall act as chairman during that part of any meeting at which the chairman is elected.
- 8.7 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 8.8 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Local Governing Board shall not have effect unless:
- 8.8.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Board held not less than fourteen days after the first meeting; and
- 8.8.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 8.9 Before a resolution is passed by the Local Governing Board at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

9. **CONFLICTS OF INTEREST**

- 9.1 Any member of the Local Governing Board who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Local Governing Board shall disclose that fact to the Local Governing Board as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Board in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest) if so requested by the Chairman of the Local Governing Board.
- 9.2 For the purpose of paragraph 10.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 9.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 9.4 Any disagreement between the members of the Local Governing Board and the Head Teacher or any subcommittee of the Local Governing Board shall be referred to the Directors for their determination.

10. **THE MINUTES**

- 10.1 The minutes of the proceedings of a meeting of the Local Governing Board shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Board; and shall be signed (subject to the approval of the members of the Local Governing Board) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- 10.1.1 all appointments of officers made by the Local Governing Board; and
- 10.1.2 all proceedings at meetings of the Local Governing Board and of committees of the Local Governing Board including the names of all persons present at each such meeting.

10.2 The chairman shall ensure that copies of minutes of all meeting of the Local Governing Board (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors as soon as reasonably practicable after those minutes are drafted.

## 11. **COMMITTEES**

11.1 Subject to this Scheme of Delegation, the Local Governing Board may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Board but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed periodically. The membership of any subcommittee may include persons who do not also serve on the Local Governing Board, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Board or Directors. The Local Governing Board may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Local Governing Board shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Directors or serve on the Local Governing Board.

## 12. **DELEGATION**

12.1 Provided such power or function has been delegated to the Local Governing Board, the Local Governing Board may further delegate to any person serving on the Local Governing Board, committee, the Head Teacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Board may impose and may be revoked or altered. The terms of reference for any subcommittee of the Local Governing Board shall be consistent with any policy or statement of recommended practice issued from time to time by the Directors.

12.2 Where any power or function of the Directors or the Local Governing Board is exercised by any subcommittee, any Director or member of the Local Governing Board, the Head Teacher or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Board in respect of any action taken or decision made with respect to the exercise of

that power or function at the meeting of the Local Governing Board immediately following the taking of the action or the making of the decision.

13. **MEETINGS OF THE LOCAL GOVERNING BOARD**

13.1 Subject to this Scheme of Delegation, the Local Governing Board may regulate its proceedings as the members of the Local Governing Board think fit.

13.2 The Local Governing Board shall meet at least three times in every school year. Meetings of the Local Governing Board shall be convened by the clerk to the Local Governing Board. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:

13.2.1 given by the Local Governing Board; or

13.2.2 given by the chairman of the Local Governing Board or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Local Governing Board, so far as such direction is not inconsistent with any direction given as mentioned in 14.2.1 above.

13.3 One quarter of the Local Governing Board may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Board; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

13.4 Each member of the Local Governing Board shall be given at least seven clear days before the date of a meeting:

13.4.1 notice in writing thereof, signed by the clerk, and sent to each member of the Local Governing Board at the address provided by each member from time to time; and

13.4.2 a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

13.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of

the meeting or a copy of the agenda thereof.

- 13.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Board shall not be proposed at a meeting of the Local Governing Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 13.7 A meeting of the Local Governing Board shall be terminated forthwith if:
- 13.7.1 the members of the Local Governing Board so resolve; or
  - 13.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Board in accordance with paragraph 14.10, subject to paragraph 14.12.
- 13.8 Where in accordance with paragraph 14.7 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 secretary 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.
- 13.9 Where the Local Governing Board resolves in accordance with paragraph 14.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Board 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 they shall direct the clerk to convene a meeting accordingly.
- 13.10 Subject to paragraph 14.12, the quorum for a meeting of the Local Governing Board, and any vote on any matter thereat, shall be 50% of the members of the Local Governing Board
- 13.11 The Local Governing Board may act notwithstanding any vacancies on the Local Governing Board, but, if the number of persons serving is less than 50% of the number of places on the Local Governing Board including any which are vacant, the continuing persons may act only for the purpose of filling vacancies.
- 13.12 The quorum for the purposes of:

13.12.1 any vote on the removal of a person in accordance with this Scheme of Delegation;

13.12.2 any vote on the removal of the chairman of the Local Governing Board;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.

13.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Board shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Board shall have one vote.

13.14 Subject to paragraphs 14.10 – 14.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

13.15 Subject to paragraphs 14.10 – 14.12, the proceedings of the Local Governing Board shall not be invalidated by

13.15.1 any vacancy on the Local Governing Board ; or

13.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Board.

13.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Board or of a subcommittee of the Local Governing Board, shall be valid and effective as if it had been passed at a meeting of the Local Governing Board or (as the case may be) a subcommittee of the Local Governing Board 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 Board and may include an electronic communication by or on behalf of the Local Governing Board indicating his agreement to the form of resolution providing that the member has previously notified the Local Governing Board in writing of the email address or addresses which the member will use.

13.17 Subject to paragraph 14.16 , the Local Governing Board shall ensure that a copy of:

13.17.1 the agenda for every meeting of the Local Governing Board;

13.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;

13.17.3 the signed minutes of every such meeting; and

13.17.4 any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

13.18 There may be excluded from any item required to be made available in pursuance of paragraph 14 .17, any material relating to:

13.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;

13.18.2 a named pupil at, or candidate for admission to, the Academy; and

13.18.3 any matter which, by reason of its nature, the Local Governing Board is satisfied should remain confidential.

13.19 Any member of the Local Governing Board shall be able to participate in meetings of the Local Governing Board by telephone or video conference provided that:

13.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

13.19.2 the Local Governing Board has access to the appropriate equipment, and

if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## 14. **NOTICES**

14.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation 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 these Articles, "Address" in relation to

electronic communications, includes a number or address used for the purposes of such communications.

14.2 A notice may be given by the Local Governing Board to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his 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 Board by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Board 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 at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Board.

14.3 A member of the Local Governing Board present at any meeting of the Local Governing Board shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

14.4 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.

## 15. **INDEMNITY**

In accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and provided that any such indemnity is limited accordingly, every member of the Local Governing Board (to the extent necessary) acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## APPENDIX ONE

### THE GOVERNING BODY OF *ENTER NAME OF SCHOOL*

Name of Academy

Address of Academy

Nature of Academy

Local Authority

Details of any formal collaboration with another school

Composition of the Governing Body

Derogations from the Scheme of Delegation

None.

#### Members of the Local Governing Board

1. The number of people who shall sit on the Local Governing Board shall be not less than three but, unless otherwise determined by the Directors, shall not be subject to any maximum.

1.1.1 The Local Governing Board shall have the following members:

1.1.1.1 1 Trust Representative who is also a Director;

- 1.1.1.2 2 staff members, appointed under clause 1.2.2;
  - 1.1.1.3 2 parent members elected or appointed under clause 1.2.5;
  - 1.1.1.4 the head teacher of the Academy (the “Head Teacher”);
  - 1.1.1.5 Between 4 and 8 members appointed by the Trust as foundation members pursuant to clause 1.2.12 ~~the number of whom shall at all times exceed the number of other members serving on the Local Governing Board (including any co-opted members) by at least 2;~~
- 1.1.2 The Local Governing Board may also have co-opted members appointed under clause 1.3.

## 1.2 **Appointment of members of the Local Governing Board**

- 1.2.1 Not used.
- 1.2.2 The Local Governing Board may appoint persons who are employed at the Academy to serve on the Local Governing Board through such process as they may determine, provided that the total number of such persons (including the Head Teacher) does not exceed one third of the total number of persons on the Local Governing Board. The positions held by those employed at the Academy (e.g. teaching and non teaching) may be taken into account when considering appointments.
- 1.2.3 Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Board who are employed at the Academy the Local Governing Board shall invite nominations from all staff employed under a contract of employment (excluding the Head Teacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Board.
- 1.2.4 The Head Teacher shall be an ex officio member of the Local Governing Board.
- 1.2.5 Subject to clause 1.2.9, the parent members of the Local Governing Board shall be elected by parents of registered pupils at the Academy

and each parent member must be a parent of a pupil at the Academy at the time when he or she is elected.

- 1.2.6 The Local Governing Board shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Local Governing Board, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Local Governing Board which is contested shall be held by secret ballot.
- 1.2.7 The arrangements made for the election of the parent members of the Local Governing Board shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
- 1.2.8 Where a vacancy for a parent member of the Local Governing Board is required to be filled by election, the Local Governing Board shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.9 The number of parent members of the Local Governing Board required shall be made up by persons appointed by the Local Governing Board if the number of parents standing for election is less than the number of vacancies.
- 1.2.10 In appointing a person to be a parent member of the Local Governing Board pursuant to clause 1.2.9, the Local Governing Board shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

### 1.3 **Co-opted members of the Local Governing Board**

1.3.1 The Local Governing Board may appoint up to 2 persons to be “Co-opted” to the Local Governing Board. A person who shall be “Co-opted” to the Local Governing Board means a person who is to serve on the Local Governing Board without having been appointed or elected to serve on the Local Governing Board. The Local Governing Board may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Local Governing Board would exceed one third of the total number of persons serving on the Local Governing Board (including the Head Teacher).

### 1.4 **Term of office**

1.4.1 The term of office for any person serving on the Local Governing Board shall be 4 years, save that this time limit shall not apply to the Head Teacher or Trust Representative, who will serve for as long as he or she remains in office and persons who are “Appointed or Elected or Co-Opted” to the Local Governing Board who shall serve for a term to be determined by the Local Governing Board but not exceeding 4 years. Subject to remaining eligible to be a particular type of member on the Local Governing Board, any person may be re-appointed or re-elected (including being “Co-Opted” again) to the Local Governing Board.