

# **VERITAS EDUCATIONAL TRUST**

## **SCHEME OF DELEGATION**

**Approved by the Trust Board: 23<sup>rd</sup> September 2019**

**Review date: 31<sup>st</sup> October 2019**

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## 1. INTRODUCTION

- 1.1 Veritas Educational Trust (referred to herein as the “**Trust**”) was established on 29<sup>th</sup> July, 2016 when Bishop Ramsey Church of England School converted from single academy status to a multi academy trust with the intention to establish and maintain, and to carry on or provide for the carrying on of, a number of academies in accordance with the Master Funding Agreement entered into on that day with the Secretary of State. A Supplemental Funding Agreement was also entered into for the running of Bishop Ramsey Church of England School on 29<sup>th</sup> July, 2016. The Master Funding Agreement, the Supplemental Agreement with Bishop Ramsey Church of England School and any other supplemental agreements entered into in furtherance of the Company’s objects as contained in the Articles of Association are referred to herein as the “**Funding Agreements**”.
- 1.2 The Trust is both a company limited by guarantee, registered at Companies House (Company Number 07724916) and, by virtue of its charitable object “to advance, for the public benefit, education in the United Kingdom..... by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which shall include Church of England schools and other academies whether with or without a designated religious character” (referred to herein as the ‘**Academies**’), is a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.3 The Trust’s constitution is set out in its **Articles of Association** and this Scheme of Delegation has been put in place in accordance with the provisions of the Articles and should be read in the light of them.
- 1.4 The purpose of this Scheme of Delegation is to provide clarity as to the role and responsibilities of those who contribute to the governance of the Academies and the Trust itself. All those with governance and management responsibilities must be familiar with this Scheme of Delegation so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities, to ensure that senior leaders are held to account for the performance of the Academies and that there is financial stability within the Trust.
- 1.5 This Scheme of Delegation will apply to each of the Academies.

- 1.6 The Effective Date of this Scheme of Delegation is 10<sup>th</sup> December 2018 and it will be reviewed every year (in consultation with the Heads & Chairs Forum where one exists, or when change is necessary).

## 2. VISION AND VALUES

### 2.1 Vision and Values

The Trust is committed to providing an outstanding education in the context of human achievement and flourishing. The overarching Mission Statement for the Trust is:

“With the collective input of each individual we aspire to be a caring community:

- Where enquiry is prized and where truth is sought
- Where people are valued and achievement is celebrated
- Where teachers are proud of their profession and where pupils discover that learning is valuable for itself
- Where there are many activities and where there is space for quiet reflection
- Where there is respect for order yet a desire to question and be creative.”

The strategic goals of the Trust are to strive to ensure that **each academy** is characterised as a community where:

- Every learner is an empowered learner
- Every lesson is an outstanding lesson
- Every day at school is a rich experience
- Every relationship is a positive encounter
- Each school community looks outwards and beyond.

These goals, which are rooted in the Christian theology of Hope, will dictate how the Trust’s resources are deployed. The ethos statement of the Trust is as follows:

‘Veritas Educational Trust recognises that every individual is created in the image of God. We seek to nurture each member of our community to develop his or her skills in a positive and ordered learning environment, so that pupils mature into responsible and caring adults, and that all members of the school community recognize the value of every individual in God’s eyes.

The principle of Christian stewardship underpins our approach to the use of the Trust’s resources. Our approach to our relationships is based on the Christian view of God’s love for each of his human children and of Jesus’ command to forgive and love our fellows. We base our approach to achievement and the provision of opportunities for development on Jesus’ statement that he came to offer ‘life in all its fullness’.

We wish all pupils to grow in the knowledge and understanding of Christian values. We are committed to enable members of all faith groups to grow in their own faith and to have the opportunity to celebrate their faith as part of their school life. We welcome those of no faith and encourage them to take a full part in the life of their academy community.’

## 2.2 **Principles for Effective Partnership**

The Academies, and those responsible for the governance and management of the Trust and the Academies, have committed to working in partnership, supporting one another and there are clear underlying principles around how that partnership will work:

### 2.2.1 **Partnership & Collaboration**

Each academy is an equal partner within the Trust. The Academies will seek to preserve and protect each other’s distinctiveness and will be respectful of each Academy’s respective ethos and mission. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust’s mission, vision and values and to strengthen the performance of each academy.

### 2.2.2 **Transparency**

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

### 2.2.3 **Subsidiarity**

Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of subsidiarity and support for the common good, avoiding unnecessary bureaucracy and aiming in so far as possible to make changes to established practices only where it can be demonstrated there is a reasonable need.

#### 2.2.4 **Solidarity**

All those with responsibility for the Trust and the Academies share a particular commitment to the mutual support of all Academies for which the Trust is responsible, especially those that are in need of assistance at any particular time.

#### 2.2.5 **The Common Good**

All recognise their responsibility towards the common good, not just of the Academies for which the Trust is responsible and the wider family of local schools, but of all of the families and communities in the areas served by the Trust. The Trustees will ensure that common action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.



### 3. ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES

#### 3.1 Structure

- 3.1.1 The nature of the Trust as a company running multiple academies means there are many governance and management layers.
- 3.1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no day to day management responsibilities. The Members are chosen in accordance with the Articles of Association.
- 3.1.3 The corporate management and both “trustee” and “director” responsibility for the Trust is vested in the “**Trustees**”, who will be trustees for charity law purposes and company directors registered with Companies House for company law purposes. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money. The Trustees are required as trustees and pursuant to the Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Trustees meet as a board of Trustees, generally known as the “**Trust Board**”. All Trustees have the same responsibility to act in the best interests of the Trust, irrespective of their role on the Board i.e. whether appointed in an executive capacity, or nominated by one or more of the Academies.
- 3.1.4 The Trustees oversee the management and administration of the Trust and the Academies run by the Trust and delegate authority and responsibility to others, including executive officers and individuals who are locally based who can undertake the day to day management and governance of the Academies. The Trust Board will continue to have the necessary strategic and legal oversight of

the Trust and will monitor all activities; determining the strategic direction of the Trust, assessing the performance of the Academies and establishing and reviewing the policies and practices governing the life of the Academies.

- 3.1.5 Article 100 and 101 of the Articles of Association provides for the appointment by the Trustees of committees to whom the Trust Board may delegate certain functions and responsibilities. The Trust Board will establish “**Local Governing Boards**” for each of the Academies and their power is derived from the Trust Board. The individuals (the “**Governors**”) serving on a Local Governing Boards are responsible for fulfilling a local governance role, in conjunction with a “**Principal**” (executive headteacher, headteacher or head of school, as the case may be), who is responsible for the internal organisation, management and control of the Academy or Academies (as appropriate). The Trust Board will also delegate management responsibility directly to the Principals, who will report primarily to the Local Governing Board but subject to the oversight exercised by the Trust Board.
- 3.1.6 The Trust Board may set up a committee, the “**Heads & Chairs’ Forum**” of representatives of the Academies to provide a focus for the setting of policy and to develop the strategic vision of the Trust. The Heads & Chairs’ Forum will both support and challenge the Trust Board and will facilitate communication between the Trust Board and the Local Governing Boards as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working. All head teachers and Chairs of the Local Governing Boards will be invited to participate in the Heads & Chairs’ Forum. This group will also act as a strategic advisor on educational matters to ensure the long term success of the Academies and that continuous improvement is made within all Academies. The Heads & Chairs’ Forum will meet at least once a term and will advise on matters relating to; teaching and learning, leadership and management, curriculum development, transition and pupil support and achieving sustained attainment. The Trust Board recognises the important role played by the Heads & Chairs’ Forum and commits to keeping the Heads & Chairs’ Forum informed and to have regard to any advice

or guidance provided by the Heads & Chairs' Forum on any matter affecting the Trust or the Academies.

3.1.7 For an overview of the different levels of delegated power refer to the “**Company Levels of Delegation**” table attached at Appendix 4.

## 3.2 **Role of the Members**

3.2.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled. To ensure the objectivity with which the Members can exercise their powers is not reduced the Department for Education's view is that there should be ‘a significant degree of distinction between those individuals who are Members and those who are Trustees’ and their ‘strong preference is for at least a majority of Members to be independent of the board of Trustees’ (**Governors' Handbook, January 2017**).

3.2.2 The Members' key responsibilities are:

3.2.2.1 to ensure the Objects of the Trust are met. The Annual Report should address this which will be presented to the Members either at a General Meeting of the Trust held in accordance with the Articles of Association or by other means;

3.2.2.2 to determine the Trust's constitution and governance structure, i.e. the Articles, which will have been finalised on incorporation; and

3.2.2.3 exercising either a direct power under the Articles or a statutory power under the Companies Act 2006 to appoint and remove Trustees (noting the power of the Trust Board also to appoint and remove trustees) which should be exercised sparingly given the management responsibility is vested in the Trust Board.

3.2.3 The London Diocesan Board for Schools (LDBS), will also exercise oversight and supervision as diocesan authority and the LDBS Memorandum of Understanding seeks to articulate this. The

Members, Directors and Governors are required to observe any requirements and conditions of the LDBS where applicable.

### 3.3 **Role of the Trustees and the Trust Board**

3.3.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes taking existing schools into the Trust). The Trustees have the power to direct change where required.

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

3.3.2.1 to ensure compliance with any legal obligations;

3.3.2.2 to report on the charity's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called "**Charity SORP**");

3.3.2.3 to fulfil the charitable object of the charity as set out in its constitution (i.e. the **Articles of Association**) and to act in a way which is compliant with the rules of the charity contained in the Articles;

3.3.2.4 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;

3.3.2.5 to act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk;

3.3.2.6 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient; and

3.3.2.7 to act responsibly, getting advice from others, including professional advisors, where appropriate.

### 3.3.3 **Conflict of Interests**

The Trustees must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Trustee to serve on the Trust Board, this will include a conflict of loyalty where there is no obvious benefit involved, as well as a conflict of interest. The Trust Board has adopted a formal **Conflict of Interest Policy**, attached to this Scheme of Delegation as Appendix 6, in order to assist all those involved in the running of the Trust at every level to avoid and manage conflicts. Specific attention must be given to any arrangement whereby a Member or Director will personally benefit from an arrangement and the Conflict of Interest Policy makes reference to both the restrictions in the Articles of Association and the ESFA's guidance on "related party transactions" which all those involved in the running of the Trust must have regard to. This does recognise however the fundamental and necessary relationship between the Trust and the Academies in both governance and management terms and that individuals may serve in a number of capacities and at numerous levels within the Trust.

### 3.3.4 **Specific tasks and responsibilities of the Trust Board**

3.3.4.1 **to determine and fulfil the shared vision and ethos of the Trust and the Academies**, acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;

3.3.4.2 **to develop a strategic plan for the Trust** and to effectively communicate that plan so this can be implemented across the Trust and all the Academies, including determining any future expansion of the Trust and the relationship that the Trust has with the Secretary of State for Education (including also the Department for Education, the Education & Skills Funding Agency and Ofsted);

3.3.4.3 **to develop and support strategic partnerships** with other bodies and organisations, including service providers and

government agencies, which will further the Trust's strategic plan;

3.3.4.4 **to act as a critical friend to the Chief Executive Officer and each of the Local Governing Boards** and to ensure they are effective;

3.3.4.5 **to determine and, through the Chief Executive Officer, ensure the implementation of policies and procedures** which it is intended will achieve a consistently high standard of education and financial prudence across the Trust dealing with (but not limited to) the following:

- Human Resources/Employment
- Audit & Risk Management
- Contingencies and Reserves (both central and at Academy level)
- Governance
- Health & Safety
- Operational Matters
- Standards and Educational Performance
- Data Management
- Complaints and Appeals
- Legal Compliance

3.3.4.6 **to work with the Local Governing Boards to develop the local capacity within the Trust** to provide both governance and leadership support and mentoring to the Local Governing Boards and the leadership teams within the Academies, as well as direct school improvement support, facilitating the development of the Academy action plans where required;

3.3.4.7 **working with the Local Governing Boards, to make or facilitate the making of suitable appointments of Governors** who will serve on the Local Governing Boards, including removing governors who fail to fulfil the

expectations on Governors set out in this Scheme of Delegation;

- 3.3.4.8 **to approve the overall Trust budget and allocations to the Academies including determining the budget for any shared or central expenditure and support** (acknowledging the full delegation of the Academy's budget to the Academy which the Local Governing Board will monitor as set out in this Scheme of Delegation), **establishing a Finance Committee, as necessary, to support the Trust Board in this function.**
- 3.3.4.9 **to formally appoint the Principals and, in conjunction with the Chief Executive Officer and Local Governing Board, to determine the framework within which the performance of the Principals of the Academies should be carried out;**
- 3.3.4.10 **to have power to provide and monitor or evaluate the delivery of the central or shared services and functions provided by any Executive Team** led by the Chief Executive Officer emphasising the benefits of collaborative working across the Academies and procurement efficiencies for common services and resources and ensuring there is comprehensive support to the Academies;
- 3.3.4.11 **to ensure there is a proper system for the internal audit of the accounts of the Trust (including the Academies) and the financial procedures followed by the Academies**, facilitating the audit of the Trust's accounts by the Trust's auditors, establishing a formal **Audit Committee**, when required, which will be responsible for carrying out periodic internal audits of the Academies' financial processes, procedures and accounting records; This function may be part of the responsibilities of the **Finance Committee** dependent on the size of the Trust at the time.

3.3.4.12 **to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;**

3.3.4.13 **to ensure proper advice is available to the Trust and the Academies in relation to legal and compliance matters;**

3.3.4.14 **to ensure that insurance or risk protection cover is put in place and maintained for all risk areas** including damage to property, employer liability, public and third party liability and director/trustee liability;

3.3.4.15 **to liaise with and support the Local Governing Boards ensuring there is collaboration across the Trust,** emphasising and facilitating the benefits of such collaboration.

### 3.3.5 **Core competencies and skills expected of all Trustees**

3.3.5.1 to work as a team;

3.3.5.2 to attend meetings and be prepared to contribute to discussions;

3.3.5.3 to be respectful of the views of others and to be open to new ideas and thoughts;

3.3.5.4 to treat all confidential information confidentially;

3.3.5.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the mission of the Trust;

3.3.5.6 to understand the policies and procedures of the Trust and how these flow down to the Academies;

3.3.5.7 to support the Trust and the Academies in public and act as an ambassador;

3.3.5.8 to commit to training and skills development;

3.3.5.9 to be ready to ask questions;



3.3.5.10 to be focussed on problem solving and be ready to learn from past experiences.

3.3.6 Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area. For example, the Chief Executive Officer fulfils the role of the “accounting officer”. Other Trustees may lead on finance, premises or facilities, leadership appointments or standards. A regular skills audit will be undertaken and Trustees should expect to be able to articulate their contribution to the success of the Trust and the Academies.

3.3.7 The organisation of the Trust Board is set out in the Articles of Association which determine meeting frequency, quorum and the appointment of a chair and vice chair. For ease, the Trust Board is required to meet at least 3 times a year and the quorum for any meeting is 3 Trustees or, where greater, any one third of the total number of Trustees holding office at the date of the meeting.

#### 3.4 **The Chief Executive Officer and the Executive Team**

3.4.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive functions. For the most part, this responsibility will fall on the Principals of the Academies, supported by the leadership teams. Certain strategic functions relating to the management of the Trust itself and the oversight of leadership or which relate to the activities of more than one Academy may be undertaken by an “**Executive Team**”, who may also fulfil a function in the Academies.

3.4.2 The need for and size of the Executive Team will be determined by the Trust Board, in consultation with the Local Governing Boards. Where possible, resources will be drawn from the Academies themselves rather than the use of external consultants or through recruitment. This will include the identification of a person who will fulfil the roles of the “**Accounting Officer**” and “**Chief Financial Officer**” as required by the Academies Financial Handbook. For more information on these roles please see the Financial Regulations Manual (Appendix 3).

3.4.3 The “**Chief Executive Officer**” will fulfil the role of the Accounting Officer. The Executive Team will operate under the leadership and direction of the Chief Executive Officer, who is an ex officio Trustee (and therefore trustee) of the Trust. The Executive Team works directly with the staff in each Academy and the Local Governing Boards to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

3.4.4 **Principal responsibilities of the Chief Executive Officer and the functions of the Executive Team**

3.4.4.1 to manage the processes for schools joining the Trust (including carrying out appropriate due diligence and identifying any actions required to address areas of weakness or opportunities for improvement);

3.4.4.2 to advise on and facilitate or provide (as required) the necessary operational and management support to each Academy, advising on policies in core areas of the operation in accordance with the requirements of the Trust Board. These core areas include legal compliance, risk management, teaching and learning/standards, training (Governor and staff), finance, HR and ICT;

3.4.4.3 to specify management controls and reporting requirements, audit the associated processes, procedures and outcomes in each Academy, identify and deliver appropriate training and support and report to the Trust Board on progress and concerns;

3.4.4.4 to implement and review systems for the benchmarking of the Academies across the group (including financial as well as educational performance), developing systems for cross fertilisation and supporting the Local Governing Boards in maximising the opportunities for resource sharing and collaboration;

- 3.4.4.5 to ensure that insurance or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director/trustee liability;
  - 3.4.4.6 to undertake the strategic management of the whole school estate, advising the Trust Board on areas of risk and assessing the Trust's overall safeguarding responsibilities, including drawing up a long term estate plan which identifies areas in need of expansion and/or development and areas likely to be surplus to requirements; and
  - 3.4.4.7 to take a lead on any capital bids and allocations, supporting the Academies' premises teams to carry out works safely and cost effectively.
- 3.4.5 The cost of the functions undertaken by the Executive Team (including the Chief Executive Officer) and the Trust Board are generally funded on a fair and equitable basis by the Academies by the contribution of a percentage of the central government funding provided for each Academy called the "**Support Cost Contribution**". This contribution will be a fixed percentage charge set each year against a budget for the shared costs approved by the Trust Board. There may be other services provided by the Executive Team and/or Trust Board on either an optional or a non-discretionary basis and these will be agreed with the Local Governing Boards on an annual basis.

### 3.5 **Role of the Heads & Chairs' Forum**

- 3.5.1 Where a Heads & Chairs' Forum has been established, it shall meet at least 3 times per year to consult on and advise the Trust Board on an appropriate strategic direction for the Academies and the local priorities in so far as these relate to standards and school improvement targets.
- 3.5.2 The Heads & Chairs' Forum will also provide a forum and focus for performance benchmarking and will support the Local Governing Boards and the Trust Board, facilitating peer to peer review. It will advise the Trust Board on opportunities for collaboration both within

the Trust and with other local schools and on the threats and opportunities facing the Academies.

3.5.3 Once a Heads & Chairs' Forum is established the Terms of Reference for the operation of this group will be determined by the Trust Board and attached to this Scheme of Delegation as an Appendix.

3.5.4 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy or exercising any authority in respect of any one or all of the Academies for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises. Where this may have a financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Heads & Chairs' Forum and its views taken into account in relation to the setting and implementation of any such policy. Where the Heads & Chairs' Forum has not been established, the Board will discuss with the headteacher and chair of governors at constituent academies.

### **3.6 The role of the Governors and the Local Governing Boards**

3.6.1 The role of a Governor within a multi academy trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board will establish Local Governing Boards for each of the Academies, for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members.

3.6.2 The Governors serving on such Local Governing Boards are accountable to the Trust Board (who in turn of course is accountable to the Members and to the Department for Education) as well as to the communities they serve.

- 3.6.3 Whilst not trustees under charity law, nevertheless, the Governors are under a duty to act in good faith and in the best interests of the Academy and the Trust, which includes all the Academies. This duty includes a responsibility to do the following:
- 3.6.3.1 to ensure the Academy complies with its legal obligations;
  - 3.6.3.2 to fulfil the charitable object of the Trust;
  - 3.6.3.3 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charitable funds or assets of the Academy or the Trust;
  - 3.6.3.4 to act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust at undue risk;
  - 3.6.3.5 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
  - 3.6.3.6 to act responsibly, getting advice from others from within the Trust and if appropriate external professional advisors;
  - 3.6.3.7 to act in accordance with any authority delegated to him or her, including complying with any regulation or requirement of those from whom delegated authority is received; and
  - 3.6.3.8 to act as an ambassador of the Trust and in a way which is consistent with the vision and ideals of the Trust.
- 3.6.4 Governors must act independently and in the best interest of the Academy even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Board. As with the Trustees, the Governors must comply with the Trust's Conflict of Interest Policy, which nevertheless recognises the important relationship between the Trustees and the Governors and the LDBS.

3.6.5 The **specific tasks and responsibilities of the Governors** are as follows, with further detail set out in Section 4 of this Scheme of Delegation:

- 3.6.5.1 to fulfil the vision and ethos of the Trust in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
- 3.6.5.2 to review from time to time and ensure the implementation of the Academy's strategy for improvement as set out in its development plan, focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;
- 3.6.5.3 to provide support and challenge (and act as a critical friend) to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
- 3.6.5.4 to oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Principal (with the support of the Academy's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices, including in particular any adopted by the Trust Board for application across all the Academies;
- 3.6.5.5 to support the Academy's Principal in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;

- 3.6.5.6 to support the Trust Board in its monitoring and evaluation of the delivery of any central or shared services and functions provided or procured by the Trust for the Academies, reporting any issues or concerns to the Chief Executive Officer and, if necessary, the Chair of the Trust Board;
  - 3.6.5.7 to promote the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
  - 3.6.5.8 to develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
  - 3.6.5.9 to engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable.
- 3.6.6 Individual Governors may be given primary responsibility for particular functions such as standards, finance, premises and resources with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility, but Governors are expected to use their skills and experience in the fulfilment of their duties.
- 3.6.7 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Board or other officer or auditor of the Trust acting in relation to the Academy shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

- 3.6.8 As with the Trustees, the following are the **core competencies and skills expected of all Governors:**
- 3.6.8.1 to work as a team;
  - 3.6.8.2 to attend meetings and be prepared to contribute to discussions and commit to agreed actions;
  - 3.6.8.3 to be respectful of the views of others and to be open to new ideas and thoughts;
  - 3.6.8.4 to treat all confidential information confidentially;
  - 3.6.8.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
  - 3.6.8.6 to understand the policies and procedures of the Trust and how these are flowed down to the Academy;
  - 3.6.8.7 to support the Trust in public and act as an ambassador of the Trust;
  - 3.6.8.8 to commit to training and skills development
  - 3.6.8.9 to be ready to ask questions;
  - 3.6.8.10 to be focussed on problem solving and be ready to learn from past experiences.
- 3.6.9 Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Academy.
- 3.6.10 The Trust Board also recognises 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 Trust and the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by the Secretary of State or the LDBS as set out in the LDBS Memorandum



of Understanding. The Local Governing Board shall ensure that any formal collaboration or support with third parties, including with those with whom the Trust has a strategic partnership is appropriately documented and the details notified to the Chief Executive Officer and Finance, Resources and Audit Committees (where established) to assess effectiveness and where financial support is provided for accounting reasons.

#### 4. **DELEGATED AUTHORITY AND RESPONSIBILITIES OF THE LOCAL GOVERNING BOARD**

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

- 4.1.1 The Trust Board reserves the right (in its absolute discretion) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time, noting that it is likely to be reviewed for its effectiveness at least every year. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Trustees to act freely and in the best interest of the Trust, in so far as the Trustees are able they agree to abide by the provisions of it and will consult the Local Governing Boards on any significant changes.
- 4.1.2 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme is likely to lead to the Scheme being withdrawn. In the event of any serious disagreement between the Trust Board and a Local Governing Board, which cannot be resolved by the Chair of the Local Governing Board discussing the matter with the Chair of the Trust Board, the matter will be referred to the Members for guidance.
- 4.1.3 As a matter of general principle, the Local Governing Board will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.
- 4.1.4 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members following a special resolution, the governance and management of an Academy shall be delegated by the Trust Board to the relevant Local Governing Board who may exercise all the powers of the Trust in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation and any specific additional terms of reference or Trust policy. No alteration of the Articles or change to the Scheme shall invalidate any prior act of the Local Governing Board which would have been valid if that alteration had not been made. Except as provided for in this Scheme of Delegation, the powers given by this Scheme shall not be

limited by any special power given to the Trustees 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.

#### 4.2 **Ethos and Values (*only applicable to C of E Schools*)**

4.2.1 Whilst the Local Governing Board shall be responsible for ensuring that the Academy is conducted in accordance with its ethos and values and those of the Trust referred to in clause 2, the determination of the Academy's ethos and mission statement shall be the responsibility of the Directors who shall not make any alteration to the religious character of the Academy or the conduct of the Academy as a Church of England school without the consent of the LDBS.

4.2.2 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, 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.

#### 4.3 **Finance, Resources and Audit**

4.3.1 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:

4.3.1.1 to expend the funds of the Trust received in respect of the Academy in such manner as the Local Governing Board shall consider most beneficial for the running of the Academy within the approved budget; and

4.3.1.2 to enter into contracts on behalf of the Trust 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, subject to the limits to act without specific authorisation as set out in the "**Financial Regulations Manual**" annexed to this Scheme of Delegation as Appendix 3; and, furthermore, are subject to obtaining

written consent of the Trustees to any contracts or expenditure for any single matter above £10,000 (or such other amount as shall be notified by the Trust Board to the Academy from time to time). This provision does not relate to entering into staff contracts within the agreed budget.

- 4.3.2 Each Academy will have its own bank account, opened by the Trust when the Academy joined the Trust, which shall be operated by the Local Governing Board. All cheques, BACS and orders for the payment of money from such account shall be signed by or authorised in accordance with the Financial Regulations Manual.
- 4.3.3 No Trust monies (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 Trust Board.
- 4.3.4 The Trust's accounts shall be the responsibility of the Trust Board but the Principal of the Academy shall provide such information about the Academy, as often and in such detail and format as the Trust Board shall reasonably require, in order to carry out an internal audit of the Academies in accordance with the requirements of the ESFA's **Academies Financial Handbook**. Without prejudice to the above, the Principal shall provide management accounts in an approved format to the Chief Executive Officer and the Finance Committee regularly or as requested by the Trust Board.
- 4.3.5 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 Funding Agreements are observed at all times as well as any requirements and recommendations of the Trust Board or Audit Committee, where one exists, and the ESFA. For the avoidance of doubt the Local Governing Board acknowledges the restriction on borrowing contained in the Funding Agreements.
- 4.3.6 The Trust Board acknowledges the Local Governing Board's right and intention to use any voluntary (i.e. non-grant) funds (including any restricted funds) raised by the Academies 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 charitable

object of the Trust. Proper accounts will be kept by the Principal 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 Trust to note these funds separately in the Trust accounts.

4.3.7 The Trust Board also acknowledges that from time to time the Academies themselves may seek to generate additional funds by undertaking certain activities, such as without limitation: lettings and the provision of sporting and recreational facilities. In some cases, and particularly where such activities do not fall within the charitable object of the Trust, these may need to be channelled through the Trust's trading subsidiary, decisions about which will be made by the Trust Board. Any income generated from such Academy activities and/or gift aided by a trading subsidiary to the Trust in respect of a particular Academy's activities shall be delegated to the Local Governing Board. Such funds will however be noted separately in the accounts of the Academy and, like all Academies' funds, will be subject to any reserves policy operated by the Trust Board.

4.3.8 The Local Governing Board shall provide sufficient funds available to enable the Trust to place such insurance or risk protection cover as is necessary to protect the Academy from loss and other risks that shall include (but shall not be limited to) the following, such insurance to be placed with a reputable insurance company or through the ESFA as directed by the Trust Board:

4.3.8.1 land, buildings and contents;

4.3.8.2 public, employer's and hirer's liability;

4.3.8.3 trustees'/directors' and governors' liability and professional indemnity;

4.3.8.4 personal accident and school journeys;

4.3.8.5 terrorism and business interruption;

4.3.8.6 money and fidelity;

4.3.8.7 legal expenses, libel and slander;

4.3.8.8 engineering.

The Local Governing Board will fulfil any requirements of the Trust Board and will notify the Trust Board (or as directed) as soon as reasonably practicable following the occurrence of an event in respect of which insurance or risk protection cover has been obtained. The responsibility for notifying the insurers or the ESFA (as the case may be) is the Principal's. The Executive Team and the Principal will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims or claims for reimbursement from the ESFA.

#### 4.4 **Curriculum and Standards**

- 4.4.1 The Trust Board shall be responsible for the setting and review of the curriculum priorities for the Academies, but shall have regard to any views of the Local Governing Board in recognition of the Trust Board's obligation to the Secretary of State to provide a broad and balanced curriculum and, with regard to constituent Church of England Schools, to the LDBS in respect of the teaching of RE and more widely.
- 4.4.2 The Local Governing Board shall be responsible for the standards achieved by the Academy and the pupils attending the Academy. The Local Governing Board will support the Head Teacher/Principal in the development and implementation of any action plan or school development plan which is to address any weaknesses and areas for improvement of standards and overall attainment at the Academy, but in so doing shall have regard to any advice and recommendations of the Trust Board as they might issue from time to time, particularly in relation to benchmarking and target setting.
- 4.4.3 The Local Governing Board will be responsible for the curriculum on a day to day basis and for implementing any strategic plan for the improvement of standards and attainment at the Academy.
- 4.4.4 The Local Governing Board will develop appropriate links with other local schools or education organisations to promote best practices in learning and development and to facilitate peer to peer review and support. The Local Governing Board will also promote and develop links with local businesses and community organisations which are designed to enrich the school life of pupils and foster citizenship.

## 4.5 Personnel

### 4.5.1 Principal/Headteacher

4.5.1.1 The formal power to appoint the Principal (or headteacher or head of school) of each Academy is vested in the Trust Board who must consult with the LDBS and the Local Governing Board. Whenever an appointment is to be made, the Trust Board will establish an appointments committee made up of Directors/Trustees, plus an appropriate number of representatives of the Local Governing Board (see Appendix 1 for further details), a representative from the LDBS, and a suitable professional advisor as appropriate. The appointment committee must have a majority of members who are directors/trustees to be quorate.

4.5.1.2 The appraisal and performance management of the Principal will be undertaken by the Local Governing Board in liaison with the CEO, adopting the procedures set out by the Trust Board and having regard to any advice offered by the Trust Board. Any disciplinary action or capacity review will be undertaken by the Trust Board.

4.5.1.3 The Trust Board may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trust Board relating to teaching and learning at the Academy).

### 4.5.2 Other Staff

4.5.2.1 Where a member of staff is to be appointed to be employed at the academy who will also fulfil a role on the Executive Team the Trust Board, CEO, Local Governing Board and Principal will work together on the appointment and will afford advisory rights to the LDBS where appropriate.

4.5.2.2 The Local Governing Board through the Principal shall be responsible for the appointment of all other staff to be

employed at the Academy, provided that the Local Governing Board and Principal shall:

- 4.5.2.2.1 implement and comply with all policies dealing with staff issued by the Trust Board from time to time;
  - 4.5.2.2.2 take account of any pay terms set by the Trust Board;
  - 4.5.2.2.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;
  - 4.5.2.2.4 adopt appropriate and transparent procedures for the recruitment of staff;
  - 4.5.2.2.5 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Trust and/or its insurers;
  - 4.5.2.2.6 bring to the attention of the Chief Executive Officer and, if required, the Trust's insurers without delay any claims or disputes with staff that may require a hearing by a panel of members of the Local Governing Board where escalation is necessary.
  - 4.5.2.2.7 seek the advice of the Chief Executive Officer where any significant cost is contemplated either in relation to the appointment or resignation of a member of staff, including in relation to ill health retirement or the settlement of any claims or grievances.
- 4.5.2.3 The Principal shall carry out or delegate to appropriate staff the performance management of all staff and shall put in place procedures for the proper professional and personal development of staff taking into account any training and support available from or procured by the Trust Board.



#### 4.6 **Admissions and Exclusions**

- 4.6.1 The Local Governing Board shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no material change will be made to the admissions criteria without the approval of the Trust Board. The Academy must continue to comply with the terms of the statutory **Admissions Code**.
- 4.6.2 Any decision to alter the Published Admission Number (PAN) of the Academy shall be that of the Trust Board but who shall have regard to the views of the Local Governing Board.
- 4.6.3 Any appeal against admissions shall be heard by an independent appeal panel established and authorised by the Local Governing Board.
- 4.6.4 The Local Governing Board shall consider any decision by the Principal to exclude any pupil and will be the appropriate Board for reconsidering any decision to readmit required by any independent panel hearing.

#### 4.7 **Premises**

- 4.7.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Board (with management responsibility being delegated to the Principal), who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trust and/or any others, as owner of such buildings and facilities.
- 4.7.2 The Local Governing Board shall work in collaboration with the Executive Team in developing a long term 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 Trust's legal responsibility to ensure the buildings and facilities used by each Academy are maintained to a good standard.
- 4.7.3 Short term lettings and day to day uses of the school buildings and playing fields will be the responsibility of the Local Governing Board,

who shall comply with any policy issued from time to time by the Trust Board regarding such uses.

- 4.7.4 The responsibility for any significant capital works and/or disposals or acquisitions of land to be used by the Academy will be that of the Trust Board.

#### 4.8 **Community Activities and Community Engagement**

- 4.8.1 Whilst the undertaking of any activities which would be described as part of the Academy’s “extended schools agenda” or any activities designed to generate business income, will be the responsibility of the Local Governing Board, this shall only be undertaken in a manner consistent with any policy set by the Trust Board 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 Trust’s charitable objects and any threat to funding provided by the Secretary of State.
- 4.8.2 The Local Governing Board is responsible for all community engagement and consultation and will acknowledge and reinforce the vision of the Trust in all communications. The importance of building and maintaining good relations with other local schools, businesses and organisations is acknowledged.

## 5. SUPERVISION AND INTERVENTION - RISK MANAGEMENT

### 5.1 Supervision and Reporting

- 5.1.1 Notwithstanding the level of delegated responsibility, the Trustees remain legally responsible for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies. The Trust has adopted a Risk Management Policy, which is set out in Appendix 5.
- 5.1.2 Once per term in every school year (three times), the Chief Executive Officer will request and the Local Governing Board (or Principal) will provide, an “**Operational Risk Management Report**” in a format specified by the Trust Board. This will usually be the LGB Risk Register.
- 5.1.3 The Local Governing Board is appointed as a committee of the Trust Board and as such has no separate legal status to that of the Trust or the Trust Board. Consequently, any act or omission of the Local Governing Board or any officer of the Trust or the Academy that subsequently leads to prosecution or other litigation will be a liability of the Trustees and any event in an Academy that might lead to public criticism or adverse publicity or damage to the reputation of the Trust will also be concern for the Trust Board. In such events and in order to minimise risk, the Chair of the Local Governing Board or the Principal will immediately advise the Chief Executive Officer and Chair of the Trust Board. These events will include the following (but shall not exclude any other event that falls within the generality of the circumstances described above):
- 5.1.3.1 any event leading to loss of life or critical injury on the premises of the academy or during an event off the premises organised or supervised by Academy staff;
  - 5.1.3.2 any sexual or violent or illegal act against a child committed by any adult while on the premises of the academy or by a member of staff under any circumstances;
  - 5.1.3.3 the suspension or summary dismissal of any member of staff;

5.1.3.4 any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;

5.1.3.5 any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations.

## 5.2 **Intervention and Removal of Delegated Responsibility**

5.2.1 The Local Governing Board shall work closely with and shall promptly implement any advice or recommendations made by the Trust Board and the Chief Executive Officer in respect of standards and performance, particularly where areas of weakness have been identified by the Chief Executive Officer, the LDBS, and the Department for Education or Ofsted.

5.2.2 In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the unfettered right to review or remove any power or responsibility conferred on the Local Governing Board under this Scheme of Delegation in such circumstances. Any Local Governing Board of any Academy which is to be sponsored by the Trust will be dissolved and a Transition Board will be put in place, the details of which are referred to below (5.2.3.4).

5.2.3 Notwithstanding the above, the Trust Board 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 Trust and the impact this may have on the ability of the Trust Board and/or the Local Governing Board to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Board in such circumstances make the following commitments to each other:

- 5.2.3.1 to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
- 5.2.3.2 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;
- 5.2.3.3 to allow each other the opportunity to effect improvements at the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
- 5.2.3.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time a transition or improvement board whose responsibility it will be to address the areas of weakness, the terms of reference for such “**Transition Board**” being set out in *Appendix 8* to this Scheme, appointments to the Transition Board will be made by the Trust Board;
- 5.2.3.5 not as the Trust Board to exercise any power to remove a Principal or to attend and vote at any meeting of the Local Governing Board at which this is to be discussed without first discussing with the Chair of the Local Governing Board the need to ensure that such power is being exercised appropriately and proportionately.

## 6. FUNCTIONING OF THE LOCAL GOVERNING BOARDS

### 6.1 Membership and Structure of the Local Governing Board

A Local Governing Board shall be established for each Academy – see Appendix 1 for the structure of the Local Governing Board and how non-elected governors are appointed.

### 6.2 Appointment of Staff and Parent Governors

6.2.1 Serving on the Local Governing Board shall be two persons (other than the Principal) who are employed at the Academy who shall be appointed as **Staff Governors** through such process as the Local Governing Board may determine. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.

6.2.2 Unless the Local Governing Board directs 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 or a contract for services or otherwise engaged to provide services to the Academy (excluding the Principal) 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.

6.2.3 The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Board.

6.2.4 The **Parent Governors** of the Local Governing Board shall be elected by parents or carers of registered pupils at the Academy and he or she must be a parent or carer of a pupil at the Academy at the time when he or she is elected. Any election of Parent Governors which is contested shall be held by secret ballot. Where any vacancy exists after inviting nominations, the Local Governing Board shall have the power to appoint parents to the Local Governing Board but shall not be obliged to do so.

### 6.3 **Term of office**

- 6.3.1 The term of office for any Governor except Co-opted Governors (see 6.3.2) shall be 4 years, save that this time limit shall not apply to the Principal or any post which is held ex officio, who will serve for as long as he or she remains in office. Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the relevant body. Any Staff Governor who ceases to be employed at the Academy will be deemed to have resigned as a Governor. *(also see 6.4.3)*
- 6.3.2 Any Co-opted Governors appointed by the Trust Board shall serve for a term of up to 3 years decided at the time of appointment.
- 6.3.3 Any Associate Members appointed by the Local Governing Board shall serve for a term of 1 year.

### 6.4 **Resignation and Removal of Governors**

- 6.4.1 A person serving on the Local Governing Board shall cease to hold office if he or she resigns his or her office by notice to the Local Governing Board. Any vacancy on a Local Governing Board will trigger an appropriate election or right of appointment. The Chair of the Local Governing Board shall ensure that any vacancies and appointments are notified to the Trust Board and the ESFA where required by the Funding Agreement.
- 6.4.2 A person serving on the Local Governing Board shall cease to hold office if he or she is removed by the person or persons who appointed him or her. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Board, any failure to uphold the values of the Trust and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. The removal, by the Local Governing Board, of a Parent or Staff Governor will be undertaken only in exceptional circumstances.
- 6.4.3 If any person who serves on the Local Governing Board in his or her capacity as an employee ceases to be employed and/or work at the Academy then he or she shall be deemed to have resigned and shall

cease to serve on the Local Governing Board automatically on termination of his or her work at the Academy.

- 6.4.4 Where a person who serves on the Local Governing Board resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Board.

## 6.5 **Disqualification of Governors**

- 6.5.1 No person shall be qualified to serve on the Local Governing Board unless he or she is aged 18 or over at the date of his or her election or appointment. No current pupil of any Academy shall be entitled to serve on the Local Governing Board as a governor.

- 6.5.2 A person serving on the Local Governing Board shall cease to hold office if he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs.

- 6.5.3 A person serving on the Local Governing Board shall cease to hold office if he or she is absent without the permission of the Chair from all the meetings of the Local Governing Board held within a period of six months and the Local Governing Board resolves that his or her office be vacated. A Governor may be suspended from office at the discretion of the Local Governing Board or the Trust Board.

- 6.5.4 A person shall be disqualified from serving on the Local Governing Board if:

6.5.4.1 his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

6.5.4.2 he or she is the subject of a bankruptcy restrictions order or an interim order.

- 6.5.5 A person shall be disqualified from serving on the Local Governing Board at any time when he or she is subject to a disqualification order or a disqualification undertaking under 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).

- 6.5.6 A person serving on the Local Governing Board shall cease to hold office if he or she would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 6.5.7 A person shall be disqualified from serving on the Local Governing Board if he or she 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 or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated.
- 6.5.8 A person shall be disqualified from serving on the Local Governing Board where he or she 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 178 of the Charities Act 2011.
- 6.5.9 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Board, and he or she was, or was proposed, to so serve, he or she shall upon becoming so disqualified give written notice of that fact to the Chair of the Local Governing Board.

## 6.6 **Appointment of the Chair and Vice-Chair**

- 6.6.1 The members of the Local Governing Board shall each school year, at their first meeting in that year, elect a Chair and a Vice-Chair from among their number except any person who is employed by the Trust to work at any of the Academies.
- 6.6.2 The Chair's specific duties are to:

- 6.6.2.1 provide a clear lead and direction for the Governors, understanding the aims of the Academy, the roles played by all those involved and the vision of the Trust in relation to its Academies;
  - 6.6.2.2 build an effective team, attracting Governors with necessary skills and experience promoting equality and diversity and ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;
  - 6.6.2.3 work closely with the Principal and the Chief Executive Officer to ensure there is proper challenge and encouragement;
  - 6.6.2.4 ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;
  - 6.6.2.5 hold Governors to account, ensuring the business of the Local Governing Board is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.
- 6.6.3 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Local Governing Board. The Chair or Vice-Chair shall cease to hold office if:
- 6.6.3.1 he or she ceases to serve on the Local Governing Board;
  - 6.6.3.2 he or she is employed by the Trust whether or not at the Academy; (see 6.6.1)
  - 6.6.3.3 he or she is removed from office in accordance with this Scheme of Delegation; or
  - 6.6.3.4 in the case of the Vice-Chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of the Chair.

- 6.6.4 Where by reason of any of the matters referred to in paragraph 6.6.3, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Board shall at its next meeting elect one of their number to fill that vacancy.
- 6.6.5 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.
- 6.6.6 Where in the circumstances referred to in paragraph 6.6.5. the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Local Governing Board shall elect one of their number to act as a chair for the purposes of that meeting.
- 6.6.7 The clerk to the Local Governing Board shall act as chair during that part of any meeting at which the Chair is elected.
- 6.6.8 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.6.9 The Chair or Vice-Chair may be removed from office by the Trust Board at any time as long as this action is taken for legitimate reasons.

## 6.7 **Committees and Further Delegation**

- 6.7.1 Subject to this Scheme of Delegation, the Local Governing Board may establish any sub-committee or working group to advise and inform the Governors to support them in their decision making.
- 6.7.2 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, any committee, the Principal 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 the Trust Board may impose and may be revoked or altered. The terms of reference for any sub-committee of the Local Governing Board shall be consistent with any policy or statement of recommended practice issued from time to time by the Trust Board.

- 6.7.3 Where any power or function of the Trust Board or the Local Governing Board is exercised by any sub-committee or member of the Local Governing Board, the Principal or any other holder of an executive office, that person or sub-committee 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.

## 6.8 Meetings

- 6.8.1 The minutes of the proceedings of a meeting of the Local Governing Board shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Governing 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 chair thereof. The minutes shall include a record of:
- 6.8.1.1 all appointments of officers made by the Local Governing Board; and
  - 6.8.1.2 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.
- 6.8.2 The Chair shall ensure that draft copies of minutes (including confidential Part 2 business) of all meetings of the Local Governing Board (and such of the sub-committees as the Local Governing Board shall from time to time notify) shall be provided to the Trust Board as soon as reasonably practicable after those minutes are approved for distribution by the relevant chair and the agreed copy if any alterations are subsequently made to the draft.
- 6.8.3 Subject to this Scheme of Delegation, the Local Governing Board may regulate its proceedings as the members of the Local Governing Board think fit, provided at all times that there is openness and transparency in matters relating to the Local Governing Board. The Local Governing Board is expected to meet at least once a term but

may meet more often if felt appropriate or if requested to meet by the Trust Board.

6.8.4 Meetings of the Local Governing Board shall be convened by the clerk to the Local Governing Board. In exercising his/her functions under this Scheme of Delegation the clerk shall comply with any direction:

6.8.4.1 given by the Local Governing Board; or

6.8.4.2 given by the Chair or, in his/her absence or where there is a vacancy in the office of chair, the Vice-Chair.

6.8.5 Any three Governors 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.

6.8.6 Each Governor shall be given at least seven clear days before the date of a meeting:

6.8.6.1 notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and

6.8.6.2 a copy of the agenda for the meeting and any relevant papers for consideration;

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

6.8.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.

6.8.8 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.

6.8.9 A meeting of the Local Governing Board shall be terminated forthwith if:

6.8.9.1 the Governors so resolve; or

6.8.9.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Board in accordance with paragraph 6.9.1, subject to paragraph 6.9.3.

6.8.10 Where in accordance with paragraph 6.8.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.8.11 Where the Local Governing Board resolves in accordance with paragraph 6.8.10 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 it shall direct the clerk to convene a meeting accordingly.

## 6.9 **Quorum for meetings**

6.9.1 Subject to paragraph 6.9.3, the quorum for a meeting of the Local Governing Board, and any vote on any matter thereat, shall be three or, where greater, any one third of the total number of Governors holding office at the date of the meeting.

6.9.2 The Local Governing Board may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

6.9.3 The quorum for the purposes of:

6.9.3.1 appointing a parent member;

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

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.

6.9.4 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 Governor shall have one vote.

6.9.5 Subject to paragraphs 6.9.6 – 6.9.8, where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.

6.9.6 The proceedings of the Local Governing Board shall not be invalidated by:

6.9.6.1 any vacancy on the board; or

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

6.9.7 A resolution in writing, signed by at least 50% of the Governors and received by all the persons entitled to receive notice of a meeting of the Local Governing Board, shall be valid and effective as if it had been passed at a meeting 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 member indicating his or her 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 Governor will use.

6.9.8 Subject to paragraph 6.9.9, the Local Governing Board shall ensure that a copy of:

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

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

6.9.8.3 the signed minutes of every such meeting; and

6.9.8.4 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.

6.9.9 There may be excluded from any item required to be made available in pursuance of paragraph 6.9.8, any material relating to:

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

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

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

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

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

6.9.10.2 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.

## 6.10 Notices

6.10.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local



Governing Board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.

- 6.10.2 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 or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Board by the Governor. 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 or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Board.
- 6.10.3 A Governor 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.
- 6.10.4 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.