

# **THE ACTIVE LEARNING TRUST**

## **Chantry Academy**

### **SCHEME OF DELEGATION**

**EFFECTIVE DATE: 1<sup>st</sup> September 2015**

#### **1. INTRODUCTION**

- 1.1 As a charity and company limited by guarantee, The Active Learning 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. Chantry Academy (the “Academy”) is one of the academies.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education/Education Funding Agency (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. In order to discharge these responsibilities, the Directors appoint people who have a more local focus to serve on a board (the Local Governing Body) which has been established to ensure the good governance of the Academy.
- 1.3 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 Body and the commitments to each other to ensure the success of the Academy.
- 1.4 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.

#### **2. ETHOS AND MISSION STATEMENT**

- 2.1 The Academy’s mission is as follows:
- 2.2 To provide learning that ensures everyone has the skills to be Versatile, the

opportunities to exceed their Aspirations, the knowledge to be Learned, the empathy to be Understanding, the enthusiasm to be Engaged and the encouragement to be Determined. Our community is always VALUED.

There are 5 core beliefs that support the vision.

1. Every child wants to be successful
2. No barriers to learning
3. No excuse for poor progress
4. We get what we expect
5. Learning is our core purpose

2.3 The academy is committed to working with and, where appropriate, to support other academies in the Active Learning Trust and will therefore play a full part on whole Trust and academy to academy activities

### 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 and in particular the Academy. 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.

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.

3.4 Article 100 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 105 and

106, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Body of the Academy.

- 3.5 The constitution, membership and proceedings of the Local Governing Body is determined by the Directors and this Scheme of Delegation expresses such matters as well acknowledges the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission.

#### 4. **CONSTITUTION OF THE LOCAL GOVERNING BODY**

##### 4.1 **Members of the Local Governing Body**

4.1.1 The number of people who shall sit on the Local Governing Body shall generally be limited to a maximum of 11, but to a maximum of 13 in respect of a Secondary Academy.

4.1.2 The Local Governing Body shall have the following members:

4.1.2.1 Article 51 provides that the Chair shall be appointed by the Directors but that they shall appoint as Chair someone other than the Chief Executive Officer

4.1.2.2 5 members appointed under clause [4.2.1] (the "Trust governors") or such number so that at all times the number of Trust members shall exceed the number of other members serving on the Local Governing Body by at least 1;

4.1.2.3 2 staff members appointed, one of whom shall represent the teaching staff and one who shall represent the support staff at the school;

4.1.2.4 2 parent members elected or appointed under clause 4.2.5;

4.1.2.5 the Principal of the Academy; [and]

4.1.2.6 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the “Secretary of State”) pursuant to clause 102c) of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company;

4.1.3 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

4.1.4 The Directors recognise that there may be circumstances where it would be appropriate to appoint additional Trust Governors (for example to maximise the potential to extend the engagement with local schools) where requested by the Local Governing Body

4.1.5 All persons seeking nomination or election to the Local Governing Body shall give a written Commitment of Undertaking in a form prescribed by the Directors.

## 4.2 **Appointment of members of the Local Governing Body**

4.2.1 5 Trust members shall be appointed by the Directors and will include:

4.2.1.1 2 representatives of the local community;

4.2.1.2 3 further representatives who in the view of the Directors can add value to the work of the Local Governing Body.

4.2.2 Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body who are employed at the Academy the Local Governing Body 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 Body.

- 4.2.3 The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.2.4 The parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.2.5 The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Local Governing Body, 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 Body which is contested shall be held by secret ballot.
- 4.2.6 The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if (s)he prefers, by having her/his ballot paper returned to the Academy by a registered pupil at the Academy.
- 4.2.7 Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body 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 (s)he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

#### 4.3 **Term of office**

- 4.3.1 The term of office for any person serving on the Local Governing Body shall be as follows:

- 4.3.2 Parent and staff governors elected under the provisions set out above 3 years.
- 4.3.3 Governors appointed by the Trust will serve for 4 years
- 4.3.4 Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected (including being “co-opted” again) to the Local Governing Body.

#### 4.4 **Resignation and removal**

- 4.4.1 A person serving on the Local Governing Body shall cease to hold office if (s)he resigns her/his office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 4.4.2 A person serving on the Local Governing Body shall cease to hold office if (s)he is removed by the person or persons who appointed her/him. 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 Body by a person or persons who appointed him, any failure to uphold the values of the Company 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. A person may also be removed by the Directors but only after the Directors have given due regard to any representations by the Local Governing Body. This clause does not apply in respect of a person who is serving as a parent member on the Local Governing Body.
- 4.4.3 If any person who serves on the Local Governing Body in her/his capacity as an employee at the Academy ceases to work at the Academy then (s)he shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of her/his work at the Academy.
- 4.4.4 Where a person who serves on the Local Governing Body resigns her/his office or is removed from office, that person or, where (s)he is removed from office, those removing her/him, shall give written notice thereof to the Local Governing Body who shall inform the Directors.

#### 4.5 **Disqualification of members of the Local Governing Body**

- 4.5.1 No person shall be qualified to serve on the Local Governing Body unless (s)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 Body.
- 4.5.2 A person serving on the Local Governing Body shall cease to hold office if (s)he becomes incapable by reason of illness or injury of managing or administering her/her his own affairs.
- 4.5.3 A person serving on the Local Governing Body shall cease to hold office if (s)he is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that her/his office be vacated.
- 4.5.4 A person shall be disqualified from serving on the Local Governing Body if:
- 4.5.4.1 Her/his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- 4.5.4.2 S(he) is the subject of a bankruptcy restrictions order or an interim order.
- 4.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when (s)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).
- 4.5.6 A person serving on the Local Governing Body shall cease to hold office if (s)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).
- 4.5.7 A person shall be disqualified from serving on the Local Governing Body if (s)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 (s)he was responsible or to which (s)he was privy, or which (s)he by her/his conduct contributed to or facilitated.

4.5.8 A person shall be disqualified from serving on the Local Governing Body at any time when (s)he is:

4.5.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or

4.5.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or

4.5.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

4.5.9 A person shall be disqualified from serving on the Local Governing Body if (s)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.

4.5.10 A person shall be disqualified from serving on the Local Governing Body where (s)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.

4.5.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if (s)he has not provided to the chair of the Local Governing Body 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 Chair or the Principal 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.

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

4.5.13 This clause 4.5 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

## **5. DELEGATED POWERS**

### **5.1 General Provisions**

5.1.1 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 Body 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 Body 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 Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all the powers so delegated.

5.1.2 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 Academy 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 Body.

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

to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Local Governing Body 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

5.1.3.1 to enter into contracts on behalf of the Company in so far as they relate to the Academy and within the parameters set by the Company.

5.1.4 In the exercise of its powers and functions, the Local Governing Body may consider any advice given by the Principal and any other executive officer of the Company as well as the Directors.

5.1.5 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 Body in the name of the Company. 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 Body and the Directors. Where the Academy wishes to utilise on-line banking facilities, approval for the proposed arrangements must be obtained from the Directors.

## 5.2 **Ethos and Values**

5.2.1 Whilst the Local Governing Body shall be responsible for ensuring that the Academy is conducted in accordance with its ethos and values referred to in clause 2, the determination of the Academy's

ethos and mission statement shall be the responsibility of the Directors.

- 5.2.2 At all times, the Directors and the Local Governing Body shall ensure that the Academy is conducted in accordance with the object of the Company and any agreement entered into with the Secretary of State for the funding of the Academy.

### 5.3 **Curriculum and Standards**

- 5.3.1 The Local Governing Body 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.

- 5.3.2 The Local Governing Body 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.

- 5.3.3 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy. Any request to change the admissions should be reported to the Directors in sufficient time to allow such change to take place in accordance with legislation. No change will be made to the admissions criteria without the written consent of the Directors.

- 5.3.4 Any decision to expand the Academy shall be that of the Directors but shall have regard to the views of the Local Governing Body.

### 5.4 **Finance**

- 5.4.1 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 Body the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy less 4% of the funds received from the Secretary of State, an amount to be determined each year by the Directors acting reasonably.

- 5.4.2 Whilst the Local Governing Body 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 Body shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above £20,000 for a primary school or £50,000 for a secondary school.
- 5.4.3 The accounts of the Company shall be the responsibility of the Directors but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Directors shall require. Without prejudice to the above, the Local Governing Body shall provide monthly management accounts to the Directors.
- 5.4.4 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 5.4.5 The Local Governing Body shall ensure that reports are prepared on the financial health of schools as required by the Directors and will inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 5.4.6 The Local Governing Body shall develop 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.

## 5.5 Premises

- 5.5.1 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the health and 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.

- 5.5.2 The Directors shall in consultation with the Local Governing Body 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 ensure that the buildings and facilities are maintained to a good standard.
- 5.5.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors.
- 5.5.4 Insuring the land and buildings used by the Academy will be the responsibility of the Directors who shall recover the cost from the budget delegated to the Local Governing Body.

## 5.6 **Resources**

### 5.6.1 **Principal**

5.6.1.1 The Directors shall appoint the Principal. The Directors and the Local Governing Body 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 Directors and the Local Governing Body and for the direction of the teaching and curriculum at the Academy). The Chief Executive Officer of the Trust has responsibility for ensuring the performance management of the Principal is carried out, liaising with the Chair of the Local Governing Body to ensure completion.

### 5.6.2 **Other Staff**

The Local Governing Body shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Local Governing Body shall:

- 5.6.2.1.1 comply with all policies dealing with staff issued by the Directors from time to time;
- 5.6.2.1.2 take account of any pay terms set by the Directors;

5.6.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;

5.6.2.1.4 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.

5.6.2.1.5 ensure that performance management is secure in the school for all staff in line with the policies and procedures approved by the Directors and shall put in place procedures for the proper professional and personal development of staff.

5.6.2.1.6 ensure that the appointment of the lead finance officer for the school is conducted in conjunction with the Trust's Head of Finance.

5.6.2.1.7 ensure that the appointment of deputy and assistant principals or headteachers are made in conjunction with the Trust's Head of Curriculum and Standards or a nominated representative.

## **5.7 Extended Schools and Business Activities**

5.7.1 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 would be the responsibility of the Local Governing Body, 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.

## **5.8 Regulatory Matters**

5.8.1 The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Directors but the Local Governing Body shall do all such things as the Directors may specify as being

necessary to ensure that the Company is meeting its legal obligations.

## **6. OPERATIONAL MATTERS**

- 6.1 The Local Governing Body shall comply with the obligations set out in the Appendix which deals with the day to day operation of the Local Governing Body.
- 6.2 The Local Governing Body will adopt and will comply with all policies of the Directors communicated to the Local Governing Body from time to time.
- 6.3 Both the Directors and all members of the Local Governing Body 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.
- 6.4 The Local Governing Body 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.
- 6.5 The Local Governing Body 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.
- 6.6 The Local Governing Body shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005 to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.
- 6.7 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

## **7. ANNUAL REVIEW**

- 7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Company and will have been attached to Company's first Articles of Association.
- 7.2 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 at least on an annual basis and to alter any provisions of it.
- 7.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Body.

## 8. DEFINITIONS

- a. "the Academy" means any school referred to in Article 5(h) and established by the Company (and "Academy" shall mean any one of those schools);
- b. "the Articles" means the Articles of Association of the Company;
- c. "the Company" means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2;
- d. "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Company;
- e. "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors);
- f. "Parent" means a parent or carer of a pupil attending an Academy established by the Company;
- g. "Principal" means the head teacher of a Trust Academy;
- h. "Secondary Academy" means an Academy established by the Company to provide education to pupils aged 11 to 18.



## APPENDIX

### FUNCTIONING OF THE LOCAL GOVERNING BODY

#### 1. CHAIR AND VICE-CHAIR OF THE LOCAL GOVERNING BODY

- 1.1 Article 51 provides that the Chair of the Local Governing Body shall be appointed by the Directors but that they shall appoint as Chair someone other than the Chief Executive Officer.
- 1.2 The procedures for the resignation, removal or disqualification of the Chair of the Local Governing Body are, as for other Directors, set out in Articles 65-80.
- 1.3 The members of the Local Governing Body shall each school year, at their first meeting in that year, elect a vice-Chair.
- 1.4 The vice-Chair may at any time resign her/his office by giving notice in writing to the Local Governing Body. The vice-Chair shall cease to hold office if:
  - 1.4.1 (s)he ceases to serve on the Local Governing Body; or
  - 1.4.2 (s)he is employed by the Company whether or not at the Academy; or
  - 1.4.3 (s)he is removed from office in accordance with this Scheme of Delegation;
- 1.5 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.
- 1.6 Where in the circumstances referred to in paragraph 1.5 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 Body shall elect one of their number to act as a Chair 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.
- 1.7 Any election of the Vice-Chair which is contested shall be held by secret ballot.
- 1.8 The Chair or vice-Chair may only be removed from office by the Directors.

- 1.9 A resolution to seek the removal of the Chair or vice-Chair from office can be considered at a meeting of the Local Governing Body but shall not have effect unless:
- 1.9.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and
  - 1.9.2 the matter of the Chair's or vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings.
  - 1.9.3 removal of the Chair or vice-Chair from office is confirmed by the Directors
- 1.10 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to seek removal of the Chair or vice-Chair from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the Chair or vice-Chair shall be given an opportunity to make a statement in response.

## **2. CONFLICTS OF INTEREST**

- 2.1 Any member of the Local Governing Body 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 her/his duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as (s)he becomes aware of it. A person must absent her/himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between her/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).
- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if (s)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.

- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of the Local Governing Body and the Principal or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

### **3. THE MINUTES**

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Body 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 Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as Chair thereof. The minutes shall include a record of:
- 3.1.1 all appointments of officers made by the Local Governing Body; and
- 3.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.
- 3.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Body (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 approved by providing those minutes to the secretary of the Trust.

### **4. COMMITTEES**

- 4.1 Subject to this Scheme of Delegation, the Local Governing Body may establish any committee. However, given the size of LGBs and in order to make the best possible use of the time of all governors, the number of committees that are constituted should not normally exceed two; for example, one covering finance and general purposes and one covering personnel. In addition to this, other standing committees will need to be constituted as and when necessary to hear appeals. The constitution, membership and proceedings of any committee shall be determined by the Local Governing Body but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any committee shall be reviewed at least once in every twelve months. The

membership of any committee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such committee shall be members of the Local Governing Body or Directors. The Local Governing Body may determine that some or all of the members of a committee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee unless the majority of members of the committee present either are Directors or who serve on the Local Governing Body.

## **5. DELEGATION**

- 5.1 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, 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 local scheme of delegation must follow any format prescribed by the Directors and may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.
- 5.2 Where any power or function of the Directors or the Local Governing Body is exercised by any committee, any Director or member of the Local Governing Body, the Principal or any other holder of an executive office, that person or committee shall report to the Local Governing Body 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 Body immediately following the taking of the action or the making of the decision.

## **6. MEETINGS OF THE LOCAL GOVERNING BODY**

- 6.1 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit but reflecting the need to ensure that there is a balance between meeting times and the need for school staff to ensure they maximise their time on school improvement activities.
- 6.2 The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing Body shall be convened by the secretary to the Local Governing Body. In exercising his functions under this

Scheme of Delegation the secretary shall comply with any direction:

6.2.1 given by the Directors or the Local Governing Body; or

6.2.2 given by the Chair of the Local Governing Body or, in her/his absence or where there is a vacancy in the office of Chair, the vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.

6.3 Any three members of the Local Governing Body may, by notice in writing given to the secretary, requisition a meeting of the Local Governing Body; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.

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

6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the Local Governing Body at the address provided by each member from time to time; and

6.4.2 a copy of the agenda for the meeting;

provided that where the Chair or, in her/his 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 written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as (s)he directs.

6.5 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.

6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

6.7 A meeting of the Local Governing Body shall be terminated forthwith if:

6.7.1 the members of the Local Governing Body so resolve; or

6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.

6.8 Where in accordance with paragraph 6.7 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.

6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body 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 secretary to convene a meeting accordingly.

6.10 Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting. If the Directors have appointed any additional members of the Local Governing Body pursuant to clause 4.1.2.5 of this Scheme of Delegation then a majority of the quorum must be made up of such persons.

6.11 The Local Governing Body 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.

6.12 The quorum for the purposes of:

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

6.12.2 any vote to ask the Trust board to removal of the Chair of the Local Governing Body;

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 plus a Director.

- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body 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 Body shall have one vote.
- 6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.15 The proceedings of the Local Governing Body shall not be invalidated by
  - 6.15.1 any vacancy on the board; or
  - 6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a committee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a committee of the Local Governing Body 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 Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, the Local Governing Body shall ensure that a copy of:
  - 6.17.1 the agenda for every meeting of the Local Governing Body;
  - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
  - 6.17.3 the signed minutes of every such meeting; and
  - 6.17.4 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. These should also be sent to the secretary to the Trust and the agenda and approved minutes (excluding any matters declared to be confidential under 6.18 below) are made available on the academy website.

- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
- 6.18.1 a named employee, or person proposed to be employed, at the Academy;
  - 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
  - 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

## **7. NOTICES**

- 7.1 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 Body) 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.
- 7.2 A notice may be given by the Local Governing Body 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 Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body 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 Body.



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

7.4 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.

## 8. **INDEMNITY**

8.1 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body or other officer or auditor of the Company 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.