

BRAMPTON MANOR TRUST

LOCAL GOVERNING BODY

SCHEME OF DELEGATION

EFFECTIVE DATE: [1st January 2014]

1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, [Brampton Manor 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.
- 1.2 The academies currently operated by the company are Brampton Manor Academy and Langdon Academy (the “Academy or Academies”).
- 1.3 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.4 In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on a board (the “Local Governing Body”) which has been established to ensure the good governance of the Academy. 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.
- 1.5 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Company’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. REMIT OF THE LOCAL GOVERNING BODY (LGB)

- 2.1 The role of the LGB is a very important one. It is to provide focussed governance for the Academy at a local level and it is the intention of the Trust Board to ensure that the responsibility to govern the Academy is vested in those closest to the impact of decision-making. The LGB monitors the Academy’s key performance indicators and acts as a critical friend to the Headteacher and the Academy’s senior leadership team, providing challenge where appropriate.
- 2.2 The LGBs carry out their functions in relation to their respective Academy on

behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the LGBs is a delegation of powers and duties and not a delegation or shedding of responsibilities.

- 2.3 Brampton Manor Trust is passionate about working with other schools including those within the group and the wider community and believes that school-to-school support is a key strategy for driving up standards.

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 101 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 102 and 105, 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 as 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 be not less than three but, unless otherwise determined by the Directors, shall not be subject to any maximum.
- 4.1.2 The Local Governing Body shall have the following members:
 - 4.1.2.1 Up to [6] members, appointed under clause 4.2.1;
 - 4.1.2.2 [2] staff members, appointed under clause 4.2.2;
 - 4.1.2.3 [2] parent members elected or appointed under clause 4.2.5;
 - 4.1.2.4 the head teacher of the Academy (the “Principal”); [and]
 - 4.1.2.5 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 Local Governing Body may also have co-opted members appointed under clause 4.3.
- 4.1.4 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.
- 4.1.5 All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Directors and Members to uphold the object of the Company.

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

- 4.2.1 The Directors may appoint up to [6] persons to serve on the Local Governing Body. Such persons must:
- a. have an appropriate range of skills and experience
 - b. live or work in the community served by the Academy; or
 - c. in the opinion of the Directors, be committed to the government and success of the Academy.
- 4.2.2 The Directors may appoint persons who are employed at the Academy to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 4.2.3 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 permanent 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.
- 4.2.4 The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.2.5 Subject to clause 4.2.9, 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.
- 4.2.6 The Directors 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.

- 4.2.7 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 he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
- 4.2.8 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 he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.2.9 The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Directors if the number of parents standing for election is less than the number of vacancies.
- 4.2.10 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 4.2.9, the Directors shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 4.2.11 The first parent and staff members of the Local Governing Body shall be those people who filled those positions on the Governing Body of the predecessor School at its closure (provided they remain eligible under this Scheme of Delegation), who shall serve on the Local Governing Body for the remainder of the terms of office for which they were elected to the predecessor Governing Body.

4.3 **Co-opted members of the Local Governing Body**

- 4.3.1 The Directors may appoint up to [3] persons to be “Co-opted” to the Local Governing Body. A person who shall be “Co-opted” to the Local

Governing Body means a person who is to serve on the Local Governing Body without having been appointed or elected to serve on the Local Governing Body. The Directors may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Local Governing Body would exceed one third of the total number of persons serving on the Local Governing Body (including the Principal).

4.4 **Term of office**

4.4.1 The term of office for any person serving on the Local Governing Body shall be 2 years, save that this time limit shall not apply to the Principal and persons who are “Co-Opted” to the Local Governing Body who shall serve for 1 year. 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.

4.5 **Resignation and removal**

4.5.1 A person serving on the Local Governing Body shall cease to hold office if he resigns 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).

4.5.2 A person serving on the Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed 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 [(except a member)] 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.

4.5.3 If any person who serves on the Local Governing Body in his capacity as an employee at the Academy ceases to work at the Academy then he

shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his work at the Academy.

4.5.4 Where a persons who serves on the Local Governing Body resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Local Governing Body who shall inform the Directors.

4.6 **Disqualification of members of the Local Governing Body**

4.6.1 No person shall be qualified to serve on the Local Governing Body unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.

4.6.2 A person serving on the Local Governing Body shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

4.6.3 A person serving on the Local Governing Body shall cease to hold office if 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 his office be vacated.

4.6.4 A person shall be disqualified from serving on the Local Governing Body if:

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

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

4.6.5 A person shall be disqualified from serving on the Local Governing Body at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

- 4.6.6 A person serving on the Local Governing Body shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.6.7 A person shall be disqualified from serving on the Local Governing Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 4.6.8 A person shall be disqualified from serving on the Local Governing Body at any time when he is:
- 4.6.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.9 A person shall be disqualified from serving on the Local Governing Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.6.10 A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

- 4.6.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the chairman 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 chairman 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.
- 4.6.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors.
- 4.6.13 This clause 4.6 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 In the exercise of its delegated powers and functions, the members of the Local Governing Body shall:
- a) ensure that the Academy is conducted in accordance with the object of the Trust, the terms of any lease/agreement governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and these terms of reference;
 - b) promptly implement and comply with any policies or procedures communicated to the LGB by the Directors from time to time;
 - c) review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Directors;
 - d) work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;

- e) be open about decisions and be prepared to justify those decisions;
- f) keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust; and,
- g) adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.

5.2 Each governor shall be required to take part in regular self-review and is accountable for meeting his own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.

5.3 Governors shall be expected to report to the Trust against KPIs which have been set for the Academy and 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.

Levels of delegation

5.4 **Appendix 1** to these terms of reference sets out what powers are retained by the Trust. **Appendix 2** to these terms of reference sets out what powers are delegated by the Directors to the Local Governing Body. For the avoidance of doubt, where a power is not expressly delegated to the Local Governing Body, it will be deemed to have been retained by the Trust regardless of whether it is specified in Appendix 1.

5.5 The Appendices may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the Local Governing Body.

Delegation to Principal of the Academy

5.6 Subject to the responsibilities of the Local Governing Body and the policy statements of the Trust, the Principal of the Academy shall be responsible to the Local Governing Body for:

- a) implementing the agreed policies and procedures laid down by the Trust and Local Governing Body including the full implementation of all statutory regulations;

- b) advising the Local Governing Body on strategic direction, forward planning and quality assurance;
- c) the leadership and management of the Academy;
- d) monitoring local HR activity and policy, including the process for local performance reviews for members of staff and in particular ensuring that it is within the parameters for the particular Academy from time to time established by the Trustees;
- e) advising the Local Governing Body (and/or the admissions committee, where applicable) on the admission of pupils;
- f) managing the delegated budget and resources agreed by the Directors;
- g) regularly monitoring and reviewing the Academy's cash flow and expenditure in accordance with policies determined by the Trustees;
- h) inform the Trust of any need for significant unplanned expenditure and work with the Trust to explore options for identifying available funding;
- i) ensuring compliance with the overall financial plan for the Academy;
- j) observing proper levels of delegation and protocols;
- k) the appointment of staff not paid on the leadership scale (*subject to the prior authorisation of the Executive Principal*), the salary grading, allocation of duties, appraisal and discipline of all staff;
- l) ensure the health and safety of the users of the Academy buildings and facilities;
- m) notify the Trust of any changes to fixed assets used by the Academy;
- n) implementation of Trust's procurement policies insofar as they impact on the Academy;
- o) seeking value for money and being able to demonstrate that value for money has been achieved;
- p) the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Local Governing Body; and,
- q) all such additional functions as may be assigned under the job description or contract of employment.

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 Appendix 3 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] [and any additional inspections and by any person(s) appointed by the Directors for the purpose of assessing 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.

APPENDIX 1

POWERS RETAINED BY THE TRUST

Vision

- determine corporate planning and strategy for the Academy
- setting out the vision for the Trust and its application at both Trust and Academy levels
- determination of the corporate planning and strategy for the Academy and the Trust (in discussion with the LGB)

Compliance

- ensuring compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy, including, without limitation all charity and company laws and all health and safety regulations
- ensuring compliance with the provisions of the Articles and the Funding Agreements
- ensuring compliance with the Academies Financial Handbook

Governance

- ensuring processes are in place for the appointment of Directors and governors of the Local Governing Body
- appointing the internal and external auditors for the Trust
- monitoring the performance of the Local Governing Body
- power to withdraw delegated powers from the Local Governing Body and, if necessary, disband it
- appointing the clerk to the Local Governing Body
- appointing staff and parent governors
- holding the Principal and Academy leadership to account for the achievement, quality of teaching, behaviour and safety and leadership and management of the Academy

Policies

- setting HR policies and procedures (as legal employer of all staff), developing appropriate terms and conditions of service with each Academy, including the performance management policy and pay policy
- setting and reviewing the curriculum and standards to be achieved by the Academies (in discussion with the LGB)
- determining the admissions policy and arrangements for the Academy in

accordance with admissions law and DfE codes of practice

- determining Trust-wide safeguarding policy as set out in the Academies Financial Handbook
- the development of a charging and remissions policy and a revenue generation policy for the Trust
- setting other Trust wide policies such as health & safety, DBS, safeguarding etc.
- setting the curriculum and standards to be achieved by the Academy
- ensuring provision of free school meals to those pupils meeting the criteria
- setting any Trust protocols or guidance from time to time
- putting in place other Academy specific policies and procedures as required

Educational Standards

- annual target setting for the Trust in general
- determination of the educational targets of the Academy including, but without limitation, determination of the Academy's development plan (in discussion with the LGB)
- considering and evaluating school performance against key performance indicators set by the Trust (in discussion with the LGB)
- oversight of performance, standards and outcomes on a Trust and individual Academy basis
- putting in place support and intervention strategies for individual Academies
- setting the educational targets of the Academy including, but without limitation, determination of the Academy's development plan
- considering and evaluating school performance against key performance indicators set by the Trust

Appointment

- appointing the Executive Principal of the Trust, Principal of the Academy and any Vice/Assistant Principals or any other senior leadership team member at the Academy
- appointment of cross-academy staff
- making other appointments of staff
- setting any pay terms and adoption of any standard contracts or terms and conditions for the employment of staff

HR and Performance Management

- put in place procedures for the proper professional and personal development of all staff

- responsibility for the performance management of the Executive Principal and the Principal and of the Academy
- responsibility for the performance management and oversight of cross-academy staff
- putting in place processes for: (i) undertaking the performance management of staff within the Trust's remit and (ii) the LGB undertaking the performance management of staff within its own remit
- manage any claims and disputes regarding staff, including matters of suspension
- consideration of whether any changes are required to staff terms and conditions

Training

- providing Director and governor training and evaluation

Finances

- establishing a funding model for use across the Trust and the Academies including developing an individual funding model for the Academy (in discussion with the LGB)
- agreement of the Academy's annual budgets and determining the proportion of the overall Academy budget to be delegated to individual Academies
- determining any additional financial and reporting targets for the Academy
- putting in place guidelines and establishing processes for the local maintenance of assets and appropriate registers
- oversight of the finances of the Trust and the Academy, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement
- considering and evaluating performance against key performance indicators set by the Trust in relation to finances
- arrange for the auditing of Academy statements of accounts
- managing a corporate risk register for the Trust
- establishing a funding model for use across the Trust and the Academies including developing an individual funding model for the Academy
- consideration of the Academy's required funding and support in relation to the annual budgetary process
- regularly monitoring and reviewing the Academy's cashflow and expenditure in accordance with policies
- developing appropriate risk management strategies and ensure Academy-level resource is applied appropriately

- keeping proper accounts and proper records in relation to the accounts
- preparing a statement of accounts in respect of each financial year of the Academy

Assets and Premises

- developing an estate management strategy for the Academies 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 their responsibility to ensure the buildings and facilities are maintained to a good standard
- dispose or acquire land or interests in land to be used by the Academies
- insuring the land and buildings used by the Academies
- maintenance of or putting in place appropriate arrangements for the maintenance of the Academy estate

Services

- determination of procurement policies for the Trust, in conjunction with the Trust's Executive Director of Finance and Operations, from time to time
- determination of the extent of the services provided to the Academy by the Trust and how the costs should be allocated
- oversight of the effectiveness of the delivery of centrally provided services
- determine the extent of the services provided to the Academy by the Trust and how the costs should be allocated
- enter into contracts in so far as they relate to the Academy

Media and PR

- oversight of public relations activities to project the activities of the Trust and the Academies to the wider community

APPENDIX 2

POWERS DELEGATED TO THE LOCAL GOVERNING BODY

Vision

- to carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of the Academy.

Compliance

- implementation of actions required to comply with all statutory regulations
- assist the Trustees in complying with the provisions of the Funding Agreements where requested

Governance

- oversight of the Academy's activities including, but not limited to dealing with:
 - pupil admissions and admissions appeals in line with the relevant code
 - pupil exclusions appeals in line with published DfE statutory guidance
 - parental complaints in line with the Trust complaints policy
 - staff grievance

Standards

- assisting the Trust in annual target setting for the academy
- evaluating the school's performance against key indicators set by the Trust
- monitoring curriculum provision to ensure that it meets the needs of all learners
- monitoring of the quality of teaching, pupil achievement, behaviour and leadership and management of the academy

Policies

- implementation of all policies prepared and approved by the Trust
- ensure provision of free school meals to those pupils meeting the criteria
- to comply with and adhere to the terms of any Trust protocol or any guidance issued by the Trust from time to time

Media and PR

- support the Trust and the Academy in relation to any public relations activities to project the activities of the Trust and the Academies to the wider community

APPENDIX 3

FUNCTIONING OF THE LOCAL GOVERNING BODY

1. CHAIRMAN AND VICE-CHAIRMAN OF THE LOCAL GOVERNING BODY

- 1.1 The Directors shall appoint persons (other than employees of the particular academy) to serve as Chair and Vice Chair of the Local Governing Body. The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the Local Governing Body.
- 1.2 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Local Governing Body. The chairman or vice-chairman shall cease to hold office if:
 - 1.2.1 he ceases to serve on the Local Governing Body;
 - 1.2.2 he is employed by the Company at the Academy;
 - 1.2.3 he is removed from office in accordance with this Scheme of Delegation; or
 - 1.2.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
- 1.3 Where by reason of any of the matters referred to in paragraph 1.2, a vacancy arises in the office of chairman or vice-chairman, the Directors shall appoint one of their number to fill that vacancy.
- 1.4 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 1.5 Where in the circumstances referred to in paragraph 1.4 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Local Governing Body shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is

employed by the Company at the Academy nor a Director.

- 1.6 The chairman or vice-chairman may only be removed from office by the Directors at any time in accordance with this Scheme of Delegation.

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 his duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 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 chairman 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 chairman 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.

4. **COMMITTEES**

4.1 Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee 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 subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors. The Directors may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Directors or 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 delegation 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 subcommittee, any Director or member of the Local Governing Body, the Principal or any other holder of an executive office, that person or subcommittee 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.

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

- 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 appointing a parent member;

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

6.12.3 any vote on the removal of the chairman 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 chairman 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 subcommittee 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 subcommittee 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 chairman 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.
- 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 teacher or other person employed, or 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.
- 6.19 Any member of the Local Governing Body shall be able to participate in

meetings of the Local Governing Body by telephone or video conference provided that:

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

6.19.2 the Local Governing Body has access to the appropriate equipment 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.

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, either in person or by proxy, 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.