

## THE CHALLENGE ACADEMY TRUST (TCAT) SCHEME OF DELEGATION - FINAL

The core intent of this Scheme is to ensure that there is clarity between the four key levels of governance in respect of their powers and responsibilities.

The key responsibilities of the levels of governance are as follows:-

Local Governing Body	Principal	CEO Central Executive Team ("CET")	Trust Board and Committees
<p>Where appropriate, the LBGs should be determining the delegated functions.</p> <p><b>The core principle of the Memorandum of Understanding is the concept of earned autonomy, that all Academies should have the ability to make key decisions which affect the schools at LGB on the basis that the Academy is performing well.</b> This Scheme of Delegation sets out to set out how this will be achieved at strategic and governance level.</p>	<p>The Principals will be responsible for delivering on what has been determined at local level.</p>	<p>The following core strands are to be delivered by the CET (as directed by the CEO):</p> <ul style="list-style-type: none"> <li>• Teaching &amp; Learning</li> <li>• School/College Improvement</li> <li>• Faith, culture, personal development and welfare</li> <li>• Pathways, progression and guidance</li> <li>• Growth and development of TCAT</li> <li>• Finance, HR and infrastructure</li> </ul> <p>The CET will be responsible for the accurate assessment of an Academy's scorecard status and reporting their findings to the Trustees. Focused monitoring and transparent dialogue with the leadership teams of the academies within the trust will ensure the scorecards accurately reflect the journey any given academy is on.</p>	<p>The Trust Board will review, monitor and challenge the recommendations of the CEO and CET and intervene whenever necessary.</p> <p>Intervention will be based on the scorecard review of academy performance.</p> <p>This review will be undertaken by The Central Executive Team who are accountable to the CEO.</p> <p>The score card will provide an overall rating for:</p> <ul style="list-style-type: none"> <li>• Progress</li> <li>• Teaching &amp; Learning</li> <li>• Behaviour, Welfare, Safeguarding and Attendance</li> <li>• Governance</li> <li>• Finance</li> </ul> <p>Intervention, which will always be in line with clause 7 of the MoU, and effected by either the Trust Board or its committees will result in certain delegated powers being removed from the LGB until a review of the academy scorecard by the Trust Board suggests it is in the interests of the academy and the Trust for them to be reinstated.</p>

22/03/17

This Scheme also:

- sets out the Trust's approach to delegations between the different layers of governance within the Trust and is a delegation by the Trustees under Article 105 of the Articles of Associations of certain powers and/or functions as detailed below;
- confirms which powers and functions are reserved to the Trustees;
- should be read in conjunction with the Trust's Committee Terms of Reference;
- may only be altered or revoked by the Trustees.

The Scheme is divided into four sections as follows:

- Strategy & Leadership;
- Education & Curriculum;
- Financial;
- HR & Operations.

To assist interpretation of the matters delegated in the Scheme it uses defined phrases which are supplemented by additional comment as appropriate. The defined phrases should be given their common meaning but for the avoidance of doubt an explanation can be found on the final page of this Scheme

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## **THE CHALLENGE ACADEMY TRUST**

### **SCHEME OF DELEGATION**

**EFFECTIVE DATE: 1 MAY 2017**

#### **1. INTRODUCTION**

- 1.1 As a charity and company limited by guarantee, The Challenge Academy Trust (the “Company”) is governed by a Board of Trustees (the “Trustees”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company.
- 1.2 The Trustees 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.
- 1.3 In order to discharge these responsibilities, the Trustees 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 each Academy.
- 1.4 The Trustees shall delegate various delegated functions to the Local Governing Body pursuant to clause 5 of this Scheme but the function of the Local Governing Body shall be to:
  - 1.4.1 have a role supporting and challenging the Principal particularly in elements of student performance including: attendance; punctuality; academic targets; recruitment and exclusions;
  - 1.4.2 review budget monitoring information and make recommendations to the Principal of the Academy in relation to annual budget proposals and any potential overspending to ensure balancing the budget;
  - 1.4.3 govern admissions and appoint a committee to apply admissions criteria in accordance with the Admissions Code and with due regard to any locally agreed fair access protocols;
  - 1.4.4 the Local Governing Body to set up a Standing Committee to govern exclusions in accordance with appropriate regulations;
  - 1.4.5 act as a support and challenge to the Principal of the Academy in furtherance of the Trust Board’s role of ensuring that the Academy’s student performance improves;
  - 1.4.6 represent the views of the community in discussions on budget issues that relate to community engagement and activity and make recommendations to the Principal; and
  - 1.4.7 support the Principal in recruitment and selection, grievance, disciplinary processes where appropriate.
- 1.5 This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Trustees and the members of the Local Governing Body and the commitments to each other to ensure the success of the Academy.
- 1.6 This Scheme of Delegation has been put in place by the Trustees 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. **TRUSTEES' POWERS AND RESPONSIBILITIES**

- 2.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools and in academies. 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 Trustees have the power to direct change where required and will generally deploy these functions through the Chief Executive and the Central Executive Team.
- 2.2 The Trustees have a duty to act in the fulfilment of the Company's objects.
- 2.3 Trustees will have regard to the interests of all academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.
- 2.4 Article 100 provides for the appointment by the Trustees of committees to whom the Trustees may delegate certain of the functions of the Trustees. In further recognition of the Trustees' power to delegate under Articles 100 and 104, responsibility for the running of certain aspects 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
- 2.5 The constitution and proceedings of the Local Governing Body is determined by the Trustees 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.
- 2.6 Any member of the Company appointed as the Academy's representative shall consult with the Local Governing Body before voting on any resolution of the members of the Company.

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

### 3.1 **Guidance for the constitution of each Local Governing Body**

- 3.1.1 The optimum number of people who shall sit on the Local Governing Body shall be not less than five and not more than 15.
- 3.1.2 Where possible, the Local Governing Body shall have the following members:
  - 3.1.2.1 up to 6 members, appointed under clause 3.2.1;
  - 3.1.2.2 no less than one staff member, appointed under clause 3.2.2;
  - 3.1.2.3 no less than two parent members elected or appointed under clause 3.2.5
  - 3.1.2.4 no less than one community member elected or appointed under clause 3.2.11;
  - 3.1.2.5 the Principal
- 3.1.3 The Trustees shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Trustee 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.

### 3.2 Appointment of Members of the Local Governing Body

- 3.2.1 The Local Governing Body may appoint persons to serve on the Local Governing Body (as outlined in 3.1), having regard to any recommendations and views of the Trustees in relation to ensuring that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning.
- 3.2.2 The Local Governing Body 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.
- 3.2.3 Unless the Trustees 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.
- 3.2.4 The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 3.2.5 Subject to clause 3.2.9, the parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he/she or she must be a parent of a pupil at the Academy at the time when he/she or she is elected.
- 3.2.6 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.
- 3.2.7 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/she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy.
- 3.2.8 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/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 3.2.9 The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Local Governing Body if the number of parents standing for election is less than the number of vacancies.
- 3.2.10 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 3.2.9, the Local Governing Body 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.

- 3.2.11 The Local Governing Body (after consulting the Trustees) may appoint persons to be a Community Governor provided that the person who is appointed as a Community Governor is:

- (a) a person who lives or works in the community served by the Academy; or
- (b) a person who, in the opinion of the Local Governing Body, is committed to the government and success of the respective Academy.

### 3.3 **Term of office**

The term of office for any person serving on the Local Governing Body shall be 4 years, save that this time limit shall not apply to the Principal. 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 to the Local Governing Body. All members of the Local Governing Body will normally be limited to two 4-year terms of office.

### 3.4 **Resignation and removal**

- 3.4.1 A person serving on the Local Governing Body shall cease to hold office if he/she resigns his/her 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). Where a person who serves on the Local Governing Body resigns his/her office or is removed from office, that person or, where he/she is removed from office, those removing him/her, shall give written notice thereof to the Local Governing Body who shall inform the Trustees.
- 3.4.2 A person serving on the Local Governing Body shall cease to hold office if he/she is disqualified in accordance with clauses 3.5.1 to 3.5.13 or 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 may also be removed by the Trustees but only after the Trustees 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.
- 3.4.3 If any person who serves on the Local Governing Body in his/her capacity as an employee at the Academy ceases to work at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his/her work at the Academy.

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

- 3.5.1 No person shall be qualified to serve on the Local Governing Body unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.
- 3.5.2 A person serving on the Local Governing Body shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.

- 3.5.3 A person serving on the Local Governing Body shall cease to hold office if he/she 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/her office be vacated.
- 3.5.4 A person shall be disqualified from serving on the Local Governing Body if:
  - 3.5.4.1 his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - 3.5.4.2 he/she is the subject of a bankruptcy restrictions order or an interim order.
- 3.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Trustees Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 3.5.6 A person serving on the Local Governing Body shall cease to hold office if he/she would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 3.5.7 A person shall be disqualified from serving on the Local Governing Body if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he/she by his/her conduct contributed to or facilitated.
- 3.5.8 A person shall be disqualified from serving on the Local Governing Body at any time when he/she is:
  - 3.5.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - 3.5.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - 3.5.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 3.5.9 A person shall be disqualified from serving on the Local Governing Body if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 3.5.10 A person shall be disqualified from serving on the Local Governing Body where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 3.5.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he/she 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.

- 3.5.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and he/she was, or was proposed, to so serve, he/she shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Trustees.
- 3.5.13 This clause 3.5.11 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.

#### 4. DELEGATED POWERS

##### 4.1 General Provisions

- 4.1.1 Subject to the 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 Trustees to the Local Governing Body who may exercise the powers of the Company set out in the Articles of Association (the "Delegated Functions"] in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation PROVIDED THAT they are not Reserved Matters. 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 Trustees 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 of the Delegated Functions.
- 4.1.2 In general terms, the responsibility of the Trustees 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 but the following matters ("Reserved Matters") shall not be Delegated Functions:-
- 4.1.2.1 the powers set out in the Articles of Association;
  - 4.1.2.2 ensuring compliance with the Company's duties under Company Law and Charity Law and agreements made with the Department for Education, (including the Master Funding Agreement and the Supplemental Funding Agreement);
  - 4.1.2.3 ensuring the solvency of the Company, safeguarding its assets and delivering its charitable outcomes;
  - 4.1.2.4 ensuring the continued charitable status of the Company;
  - 4.1.2.5 the determination of the establishment, constitution, membership, proceedings and delegated powers and functions of any governing body and committee and their annual review and revision;
  - 4.1.2.6 the approval of the Company and certain Academy's policies;
  - 4.1.2.7 to receive reports from the Local Governing Body and making recommendations to the Local Governing Body;
  - 4.1.2.8 selling or otherwise disposing of any asset which is of a value in excess of [10%] of the total net book value of all assets belonging to the Academy;
  - 4.1.2.9 creating or allowing to come into being any third party interest (other than a lien on assets arising in the ordinary course of trading or a charge operating as a result of a title retention clause);
  - 4.1.2.10 giving any guarantee or indemnity other than in the ordinary course of business, the value of which exceeds [£1,000];
  - 4.1.2.11 entering into a contract or arrangement which is of a value of in excess of [10%] of the General Annual Grant ("GAG") for the

- Academy per year or which the termination provisions require more than six months' notice;
- 4.1.2.12 acquiring assets having a market value in excess of [5%] of the GAG for the Academy;
- 4.1.2.13 entering into, varying or terminating any lease, licence, tenancy or other similar arrangement;
- 4.1.2.14 any lending;
- 4.1.2.15 commencing or settling any litigation or arbitration proceedings;
- 4.1.2.16 entering into any other arrangement in the nature of borrowing (including debts factoring, invoice discounting, hire purchase, equipment leasing, conditional or credit sales or any off-balance sheet borrowings) if the value of the amount borrowed exceeds [5%] of the GAG for that Academy;
- 4.1.2.17 terminating or varying the terms of any contract which has a value in excess of [10%] of the GAG for that Academy;
- 4.1.2.18 engaging any employee or consultant whose annual emoluments per annum exceeds the total annual emoluments of the Principal of that Academy per annum;
- 4.1.2.19 varying the terms and conditions of that engagement so that the terms and conditions of that engagement are no longer comparable to the equivalent engagement in one or more of the academies within the Company;
- 4.1.2.20 establishing or amending any pension scheme or granting any pension rights to any Trustee, officer, employee, former Trustee, officer or employee, or any member of any such person's family.
- 4.1.3 In the exercise of its powers and functions, the Local Governing Body shall:
  - 4.1.3.1 consider any advice given by the Principal and any other executive officer;
  - 4.1.3.2 have due regard to any guidelines and policies issued by the Trustees.
- 4.1.4 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 Trust Board 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 Trust.

## 4.2 **Ethos and Values**

- 4.2.1 Whilst the Local Governing Body shall be responsible for ensuring that the Academy is conducted in accordance with its own ethos and values, the trustees will ensure the ethos and mission statement of each academy does not conflict with the ethos and values of the trust
- 4.2.2 At all times, the Trustees and the Local Governing Body shall ensure that the Academy is conducted in accordance with the object of the Company, the terms of the trust governing the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

## 4.3 **Finance**

- 4.3.1 In acknowledgement of the receipt by the Trustees 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 Trustees 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 an amount to be determined each year by the Trustees to provide central services. Costs for central services will be transparent and based on services provided.

- 4.3.2 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 4.1.3, the Local Governing Body shall first obtain the written consent of the Trustees to any contracts or expenditure for any single matter above 0.5% of the overall budget.
- 4.3.3 The accounts of the Company shall be the responsibility of the Trustees but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Trustees shall [reasonably] require. [Without prejudice to the above, the Academy's Finance Director shall provide monthly management accounts to the Trustees.]
- 4.3.4 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 Trustees and the Secretary of State.
- 4.3.5 The Local Governing Body shall inform the Trustees of any need for significant unplanned expenditure and will discuss with the Trustees (and others as the Trustees shall require) options for identifying available funding.
- 4.3.6 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.

#### **4.4 Premises**

- 4.4.1 Subject to and without prejudice to clauses 4.3.2 and 4.4.4, 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 safety of the users of the buildings and the facilities and the legal responsibilities of the Trustees (and/or any others) as owners of such buildings and facilities.
- 4.4.2 The Local Governing Body shall in conjunction with the Trustees develop an estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.
- 4.4.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trustees.
- 4.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Trustees who shall recover the cost from the budget delegated to the Local Governing Body.

#### **4.5 Resources**

##### **4.5.1 Principal/Headteacher**

- 4.5.1.1 The Trust Board shall appoint the Principal/headteacher and shall appoint a committee comprised of five members to carry out the appointment arrangements. In most circumstances, the committee would consist of representatives from the local governing body.
- 4.5.1.2 The Trustees and Local Governing Body may delegate such powers and functions as they consider are required by the Principal/headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies

approved by the Trustees and the Local Governing Body and for the direction of the teaching and curriculum at the Academy).

### **Chief Executive Officer**

- 4.5.1.3 The Trust Board shall appoint the Chief Executive officer who will coordinate the work of the Central Executive Team and work closely with trustees and sub-committees to ensure they are fully informed; the CEO will serve at the discretion of the trustees. The CEO will take overall responsibility for planning, implementing and integrating the strategic direction of the trust.

### **4.5.2 Other Staff**

- 4.5.2.1 The Principal shall be responsible for the appointment and management of all other staff to be employed at the Academy. The Principal may wish to involve the Local Governing Body in the appointment of Senior Staff. The Principal shall:

- 4.5.2.1.1 comply with all policies dealing with staff issued by the Trustees from time to time;
- 4.5.2.1.2 take account of any pay terms set by the Trustees;
- 4.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees;
- 4.5.2.1.4 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Trustees.

- 4.5.2.2 The Principal shall ensure the performance management of all staff (except the Principal) is carried out and shall put in place procedures for the proper professional and personal development of staff. The Principal's performance management will be undertaken by the Chair of the Local Governing Body supported by a trust representative where required.

## **4.6 Curriculum and Standards**

- 4.6.1 The Local Governing Body shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Trustees in recognition of the Trustees' obligation to the Secretary of State to provide a broad and balanced curriculum.
- 4.6.2 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 Trustees as they might issue from time to time.
- 4.6.3 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy (and shall appoint such persons as it sees fit to represent and make presentations on behalf of the Academy in any appeal process) provided that no change will be made to the admissions criteria without the written consent of the Trustees. Admission arrangements should be determined each year prior to 15 April and 18 months prior to implementation.
- 4.6.4 Any decision to expand the Academy shall be that of the Trustees but who shall have regard to the views of the Local Governing Body.

## **4.7 Extended Services and Business Activities**

- 4.7.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended services 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 Trustees and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

#### 4.8 **Regulatory Matters**

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

### 5. **OPERATIONAL MATTERS**

- 5.1 Both the Trustees 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.
- 5.2 The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees, from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 5.3 The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.
- 5.4 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Trustees in the event that intervention is either threatened or is carried out by the Secretary of State and the Trustees 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.

### 6. **ANNUAL REVIEW**

- 6.1 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.
- 6.2 The Trustees will have the absolute discretion to review this Scheme of Delegation regularly, at least on an annual basis and to alter any provisions of it.
- 6.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Local Governing Body.

## **FUNCTIONING OF THE LOCAL GOVERNING BODY**

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

- 1.1 At least every 2 years, the members of the Local Governing Body shall each, at their first meeting in that year, elect a chair and a vice-chair from amongst their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3.
- 1.2 Subject to paragraph 1.4, the chair or vice-chair shall hold office as such until his/her successor has been elected in accordance with this clause 1.
- 1.3 The chair or vice-chair may at any time resign his/her office by giving notice in writing to the Local Governing Body. The chair or vice-chair shall cease to hold office if:
  - 1.3.1 he/she ceases to serve on the Local Governing Body;
  - 1.3.2 he/she is employed by the Company whether or not at the Academy;
  - 1.3.3 he/she is removed from office in accordance with this Scheme of Delegation; or
  - 1.3.4 in the case of the vice-chair, he/she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chair.
- 1.4 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chair or vice-chair, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 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 Trustee.
- 1.7 A clerk shall act as chair during that part of any meeting at which the chair is elected.
- 1.8 Any election of the chair or vice-chair which is contested shall be held by secret ballot.
- 1.9 A resolution to remove the chair or vice-chair from office which is passed at a meeting of the Local Governing Body 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.
- 1.10 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chair or vice-chair from office, the person or persons proposing his/her 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 his/her duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he/she becomes aware of it. A person must absent himself/herself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and the Company 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/she 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 Trustees 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 Trustees shall from time to time notify) shall be provided to the Trustees 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 Trustees. 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 Trustees. The Local Governing Body may determine that some or all of the members of a subcommittee who are not Trustees 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 Trustees 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 Trustees or the Local

Governing Body may impose and may be revoked or altered.

- 5.2 Where any power or function of the Trustees or the Local Governing Body is exercised by any subcommittee, any Trustee 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/her functions under this Scheme of Delegation the secretary shall comply with any direction:
- 6.2.1 given by the Trustees or the Local Governing Body; or
- 6.2.2 given by the chair of the Local Governing Body or, in his/her 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 The Clerk (as defined below) shall provide to each member of the Local Governing Body 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;
- 6.4.2 all reports or other papers to be considered at the meeting; and
- 6.4.3 a copy of the agenda for the meeting;
- provided that where the chair or, in his/her absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he/she 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 Trustees 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 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.
- 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/she 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 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.
- 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/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she 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. CLERK**

- 7.1 The Local Governing Body must appoint a clerk (the "Clerk") (who must not be the Principal) and may remove the Clerk from office at any time.
- 7.2 In the absence of the Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of the Governors to act as Clerk for the purposes of that meeting.
- 7.3 The Clerk must:
- 7.3.1 convene meetings of the Local Governing Body;
  - 7.3.2 attend meetings of the Local Governing Body and ensure that minutes of the proceedings are drawn up; and
  - 7.3.3 perform any other functions determined by the Local Governing Body.

## **8. NOTICES**

- 8.1 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.
- 8.2 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/her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing 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/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.
- 8.3 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.
- 8.4 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.

## **9. INDEMNITY**

- 9.1 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/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## APPENDIX 2

### SCHEME OF DELEGATION

Set out below are the powers of the Company to be delegated by the Trustees to the Local Governing Body as stated in section 4.1.1 of the Scheme of Delegation.

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Company<sup>7</sup> shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (b) subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- (c) to co-operate with other charities, other independent and maintained schools, schools maintained by a local authority, 16-19 Academies, alternative provision Academies, institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;
- (d) to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors;
- (e) to offer scholarships, exhibitions, prizes and awards to pupils and students, former pupils and former students, and otherwise to encourage and assist pupils and students and former pupils and former students;
- (f) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (g) to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- (h) to provide indemnity insurance to Trustees in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- (i) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company.
- (j) to keep under review the policies noted in Appendix 3.