

# Scheme of Delegation

SMART MULTI ACADEMY TRUST

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# SMART Multi-Academy Trust

## SCHEME OF DELEGATION

**EFFECTIVE DATE: 1<sup>st</sup> November 2016**

### 1. INTRODUCTION

1.1. As a charitable company limited by guarantee, SMART Multi Academy Trust (the “Academy Trust”) is governed by a Board of Trustees (the “Trustees”) who are responsible for, and oversee the general control, management and administration of the Academy Trust and the schools run by the Academy Trust. (The “School”) is any one of the schools within the Academy Trust.

1.2. The Trustees are accountable to external government agencies including the Department for Education (including any successor bodies) and Charity Commission 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. The Academy Trust has entered into a Master Funding Agreement dated 1.11.2016

1.4. In order to discharge these responsibilities, the Trustees appoint people who are more locally based to serve on a board (the “Local Governing Board”) which has been established to ensure the good governance of the Schools.

1.5. This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the School, the respective roles and responsibilities of the Trustees and the Local Governing Board and the commitments to each other to ensure the success of the School.

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 Academy Trust’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

### 2. ETHOS AND MISSION STATEMENT

2.1. The Academy Trust’s mission is as follows:

We share a common vision and are committed to this as a Multi-Academy Trust;

***Our vision is to provide the best educational opportunities and experiences to help our children, their families and communities see themselves as lifelong learners.***

***Education will provide the gateway for our children to become valued, caring and responsible citizens within our democratic British society. All pupils will be empowered to achieve to their full academic potential, develop physical and emotional wellbeing, resilience and economic success.***

## Our Aims

- To provide consistently good and outstanding teaching and learning in every school.
- To work collaboratively within a framework of common values and principles, sharing and implementing examples of outstanding practice and resources across all schools.
- To rigorously monitor and evaluate everything we do in a continuous cycle of improvement.
- To provide robust and effective governance and secure best value for money in the procurement and management of resources.
- To work in strong partnership with our local communities, knowing our children and families really well so that our support is coordinated and tailored to individual needs.
- To ensure that children have an active voice across our school communities where everyone is valued and diversity is celebrated.
- To be a driving force for educational improvement both within the local and national context.
- To provide high quality professional development opportunities and to actively promote the welfare of all the staff who are employees of the SMART Multi Academy Trust.
- To develop a modern curriculum that is responsive to life in the twenty-first century, meets the needs of all learners, has clear progression routes and is rich in stimulating and interesting opportunities for children.

## **3. TRUSTEES POWERS AND RESPONSIBILITIES**

3.1. The Trustees have overall responsibility and ultimate decision making authority for all the work of the Academy Trust, including the establishing and running of schools and in particular the School as a school. 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.

3.2. The Trustees have a duty to act in the fulfilment of the Academy Trust's charitable objects, as set out in its Articles of Association which are as follows:

(a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools:

(i) offering a broad and balanced curriculum (the "Schools"); or

(ii) specially organised to make special educational provision for pupils with Special Educational Needs ("the Special school"); and

(b) to promote for the benefit of the inhabitants of the communities served by the Schools or Special Schools and the surrounding areas the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the objects of improving the condition of life of the said inhabitants.

3.3. The Trustees will have regard to the interests of the other schools for which the Academy Trust is responsible in deciding and implementing any policy or exercising any authority in respect of the School.

3.4. Articles 100 to 104 provide 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 105 to 106, responsibility for the running of the School 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 Board of the School.

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

3.6. The Trustees retain authority and responsibility for those areas listed at Appendix 2. However, at the discretion of the Trustees, the appointment of staff may be delegated to the Local Governing Board.

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

### **4.1. Members of the Local Governing Board**

4.1.1. The number of people who shall sit on the Local Governing Board shall be not less than three but, unless otherwise determined by the Trustees, shall be subject to any maximum of thirteen persons. The number of governors will be related to the effectiveness of the Governing Board.

4.1.1.1 Where the existing Local Governing Board exceeds thirteen persons it is expected that Boards will begin a process of reduction, through resignation, end of terms of office, and skills re-evaluation. It is not an expectation that this will occur immediately but over a period of time. However, Chairs must show diligence around this issue and work with the Trustees towards achieving the minimum and maximum Board membership numbers.

4.1.2. The Local Governing Board shall have the following members:

4.1.2.1. Up to thirteen members, appointed under clause 4.2.1. These people should have a range of skills and experience enabling them to make a significant contribution to governance of the School;

4.1.2.2. At least one staff member, appointed under clause 4.2.2;

4.1.2.3. At least two parent members elected or appointed under clause 4.2.5;

4.1.2.4. the head teacher of the School (the “Headteacher”); and

4.1.2.5. any additional members, if appointed by the Trustees 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 Academy Trust and the Secretary of State governing the affairs of the Academy Trust.

4.1.3. The Local Governing Board may also have co-opted members appointed under clause 4.3.

4.1.4. The Trustees (all or any of them) shall also be entitled to serve on the Local Governing Board and attend any meetings of the Local Governing Board. Any Trustee attending a meeting of the Local Governing Board 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 Board.

4.1.5. All persons appointed or elected to the Local Governing Board shall give a written undertaking to the Trustees.

4.1.6 Local Governing Boards must under Article 139-144 avoid Influenced Company Status. This means that the Board may comprise of a maximum of 19.9% Local Authority Associated Persons.

A "Local Authority Influenced Person" is defined in legislation as:

- i. A current member of a local authority, or someone has been within the preceding four years
- ii. An officer of a local authority
- iii. An employee and/or an officer of a company which is under the control of a local authority

Each board, committee and subcommittee are therefore required to ensure that there is less than 19.9% local authority influence as this would constitute a significant conflict of interest.

- Up to and including 5 board/committee members- there can be no Local Authority Influenced Persons
- 6-10 board/committee members- there can be one Local Authority influenced person

11 or more board/committee members- there can be up to but never more than two (DfE policy) Local Authority influenced persons

## **4.2. Appointment of members of the Local Governing Board**

4.2.1. The Academy Trust may appoint up to thirteen persons to serve on the Local Governing Board, ensuring that the people serving on the Local Governing Board between them have an appropriate range of skills and experience and due attention is given to succession planning.

4.2.2. The Local Governing Board may appoint persons who are employed at the School to serve on the Local Governing Board through such process as they may determine, provided that the total number of such persons (including the headteacher) does not exceed one third of the total number of persons on the Local Governing Board. The positions held by those employed at the School (e.g. teaching and non-teaching) may be taken into account when considering appointments.

4.2.3. Unless the Trustees agree otherwise, in appointing persons to serve on the Local Governing Board who are employed at the School the Local Governing Board shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the School (excluding the headteacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Board.

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

4.2.5. It is a requirement that all Local Governing Boards have a minimum of two parent governors on each Local Governing Board. Subject to clause 4.2.9, the parent members of the Local Governing Board shall be elected by parents of registered pupils at the School and s/he must be a parent of a pupil at the School at the time when s/he is elected.

4.2.6. The Local Governing Board shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Local Governing Board, including any question of whether a person is a parent of a registered pupil at the School. Any election of persons who are to be the parent members of the Local Governing Board which is contested shall be held by secret ballot.

4.2.7. The arrangements made for the election of the parent members of the Local Governing Board shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if s/he prefers, by having her/his ballot paper returned to the School by a registered pupil at the School.

4.2.8. Where a vacancy for a parent member of the Local Governing Board is required to be filled by election, the Local Governing Board shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the School is informed of the vacancy and that it is required to be filled by election, informed that s/he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

4.2.9. The number of parent members of the Local Governing Board required shall be made up by persons appointed by the Local Governing Board if the number of parents standing for election is less than the number of vacancies.

4.2.10. In appointing a person to be a parent member of the Local Governing Board pursuant to clause 4.2.9, the Local Governing Board shall appoint a person who is the parent of a registered pupil at the School; 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 Board may be those people who filled those positions on the Governing Board of the predecessor School at its closure (provided they remain eligible under this Scheme of Delegation), who shall serve on the Local Governing Board for the remainder of the terms of office for which they were elected to the predecessor Governing Board.

### **4.3. Co-opted members of the Local Governing Board**

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

### **4.4. Term of office**

4.4.1. The term of office for any person serving on the Local Governing Board shall be three years, save that this time limit shall not apply to the Headteacher and persons who are “Co-Opted” to the Local Governing Board who shall serve for 1 year. Subject to remaining eligible to be a particular type of member on the Local Governing Board, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Local Governing Board.

### **4.5. Resignation and removal**

4.5.1. A person serving on the Local Governing Board shall cease to hold office if s/he resigns her/his office by notice to the Local Governing Board (but only if at least three persons will remain in office when the notice of resignation is to take effect).

4.5.2. A person serving on the Local Governing Board shall cease to hold office if s/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 Board by a person or persons who appointed him, any failure to uphold the values of the Academy Trust and/or the School 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 Board. This clause does not apply in respect of a person who is serving as a parent member on the Local Governing Board.

4.5.3. If any person who serves on the Local Governing Board in her/his capacity as an employee at the School ceases to work at the School, then s/he shall be deemed to have resigned and shall cease to serve on the Local Governing Board automatically on termination of her/his work at the School.

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

#### **4.6. Disqualification of members of the Local Governing Board**

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

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

4.6.3. A person serving on the Local Governing Board shall cease to hold office if s/he is absent without the permission of the Chair of the Local Governing Board from all the full meetings of the Local Governing Board held within a period of six months and the Local Governing Board resolves that her/his office be vacated.

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

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

4.6.4.2. s/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 Board at any time when s/he 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).

4.6.6. A person serving on the Local Governing Board shall cease to hold office if s/he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

4.6.7. A person shall be disqualified from serving on the Local Governing Board if s/he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which s/he was responsible or to which s/he was privy, or which s/he by her/his conduct contributed to or facilitated.

4.6.8. A person shall be disqualified from serving on the Local Governing Board at any time when s/he is included in the children's barred list kept by the Independent Safeguarding Authority under section 3(2) of the Safeguarding Vulnerable Groups Act 2006, as amended.

4.6.9. A person shall be disqualified from serving on the Local Governing Board if s/he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.



4.6.10. A person shall be disqualified from serving on the Local Governing Board where s/he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under sections 178 to 180 of the Charities Act 2011.

4.6.11. After the School has opened, a person shall be disqualified from serving on the Local Governing Board if s/he has not provided to the Chair of the Local Governing Board a Criminal Records Certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If 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. The Education (Independent School Standards) Regulations 2014 require that Independent Schools including Academy Trusts ensure the suitability of staff, supply staff and proprietors. The Standards require that: no such person carries out work, or intends to carry out work, at the school in contravention of a prohibition order, an interim prohibition order, or any direction made under section 128 of the 2008 Act or section 142 of the 2002 Act, or any disqualification, prohibition or restriction which takes effect as if contained in either such direction. The scope of the barring directions covers membership of proprietor bodies. Therefore, all Governors in undertaking a managerial role within schools in the Academy Trust become subject to s128 checks.

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

4.6.14. This clause 4.6 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Local Governing Board who is not a member of the Local Governing Board.

## **5. DELEGATED POWERS**

### **5.1. General Provisions**

5.1.1. Subject to clause 8 below and in accordance with the provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Academy Trust following a special resolution, the management of the business of the School shall be delegated by the Trustees to the Local Governing Board who may exercise all the powers of the Academy Trust in so far as they relate to the School, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Board which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Trustees by the Articles of Association or to the Local Governing Board by this Scheme of Delegation and a meeting of the Local Governing Board at which a quorum is present may exercise all the powers so delegated.

5.1.2. In general terms, the responsibility of the Trustees in so far as the business of the School is concerned is to determine the policy and procedures of the School and to consider and respond to strategic issues. Whilst the Trustees are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Trustees under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governing Board. Examples of strategic issues would be:

- An increase or reduction in planned admission numbers, or breadth of provisions operated by the school – an expansion of the School’s capacity.
- Any proposed amendment to admissions rules or arrangements - Significant change in staffing levels or structure, including leadership
- Significant change in the curriculum - time allocations for subjects, for example

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

5.1.3.1. to expend certain funds of the Academy Trust as permitted by clause 5.3 in such manner as the Local Governing Board shall consider most beneficial for the achievement of the Objects in so far as it relates to the School and to invest in the name of the Academy Trust such part of the funds of the Academy Trust for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and

5.1.3.2. to enter into contracts on behalf of the Academy Trust in so far as they relate to the School.

5.1.4. In the exercise of its powers and functions, the Local Governing Board may consider any advice given by the Headteacher and any other Executive officer as well as the Trustees.

5.1.5. Any bank account in which any money of the Academy Trust in so far as it relates to the School is deposited shall be operated in the name of the Academy Trust by the Academy Trust who will require two signatories to any cheque transaction and authorisations for requisitions and payments by delegated authorities.

## **5.2. Ethos and Values**

5.2.1. Whilst the Local Governing Board shall be responsible for ensuring that the School is conducted in accordance with its ethos and values referred to in clause 2, the determination of the School’s ethos and mission statement shall be the responsibility of the local governing Board, subject to agreement with the Trustees.

5.2.2. At all times, the Trustees and the Local Governing Board shall ensure that the School is conducted in accordance with the objects of the Academy Trust, and any agreement entered into with the Secretary of State for the funding of the School.

### **5.3. Finance**

5.3.1. In acknowledgement of the receipt by the Trustees of funds in relation to the School; provided by the Secretary of State, donated to the Academy Trust and generated from the activities of the Academy Trust, the Trustees delegate to the Local Governing Board the responsibility to manage and expend all monies received on account of the School for the purposes of the School less approximately 4% of the funds received from the Secretary of State. These amounts to be determined each year by the Trustees, acting reasonably, and within boundaries of 3% to 5%. These reservations of funds will be a top-slice amount used to manage and support the central office functions of the Academy Trust,

5.3.2. Whilst the Local Governing Board shall have the power to enter into contracts on behalf of the Academy Trust in so far as they relate to the School pursuant to clause 5.1.3, the Local Governing Board shall first obtain the written consent of the Trustees to any contracts or expenditure for any single matter above £25,000 and shall be minded of the Procurement processes that must be in place in relation to payment for goods/services for amounts up to £25,000.

5.3.3. The accounts of the Academy Trust shall be the responsibility of the Trustees but the Local Governing Board shall provide such information about the finances of the School as often and in such format as the Trustees shall reasonably require. Without prejudice to the above, the Local Governing Board shall provide quarterly monitoring reports to the Trustees to a timetable and format to be determined by the Chief Financial Officer. If any school registers as “being in financial risk” according to a financial monitoring framework to be determined by the Academy Trust board, then the Chief Finance Officer can instigate monthly monitoring arrangements until such time as the risk has been mitigated.

5.3.4. The Local Governing Board shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Trustees and the Secretary of State.

5.3.5. The Local Governing Board 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.

5.3.6. The Local Governing Board shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Academy Trust in so far as these relate to the School. Where the management of financial affairs will result in a budget deficit or when the School is placed in “special measures” or deemed to have “serious weaknesses” the Trustees have the power to withdraw financial delegation.

### **5.4. Premises**

5.4.1. Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the School is the responsibility of the Local Governing Board, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trustees (and/or any others) as owners of such buildings and facilities.

5.4.2. The Local Governing Board shall in conjunction with the Trustees develop a five-year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Board's responsibility to ensure the buildings and facilities are maintained to a good standard.

5.4.3. The responsibility for any disposals or acquisitions of land to be used by the School will be that of the Trustees.

5.4.4. Insuring the land and buildings used by the School will be the responsibility of the Trustees who shall recover the cost from the budget delegated to the Local Governing Board.

## **5.5. Resources**

### **5.5.1. Headteacher**

5.5.1.1. The Trustees shall appoint the Headteacher and Deputy Headteacher, although there would under normal circumstances be significant input to that process from the Local Governing Board of the school

The Trustees and the Local Governing Board may delegate such powers and functions as they consider are required by the Headteacher for the internal organisation, management and control of the School (including the implementation of all policies approved by the Trustees and the Local Governing Board and for the direction of the teaching and curriculum at the School).

### **5.5.2. Other Staff**

5.5.2.1. The Local Governing Board shall be responsible for the appointment and management of all other staff to be employed at the School provided that the Local Governing Board shall:

5.5.2.1.1. comply with all policies dealing with staff issued by the Trustees from time to time;

5.5.2.1.2. take account of any pay terms set by the Trustees;

5.5.2.1.3. adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees;

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

5.5.2.2. The Local Governing Board shall carry out the performance management of all staff except the Headteacher, whose PM will be the responsibility of the Trustees, and shall put in place procedures for the proper professional and personal development of staff. However, it is expected that significant input from the Local Governing Board will be sought when undertaking performance reviews of Headteachers; unless the School is deemed at risk or comes under any of the stipulations in section 8 of this Scheme of Delegation.

## **5.6. Curriculum and Standards**

5.6.1. The Local Governing Board shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Trustees in recognition of the Trustees obligation to the Secretary of State to provide a broad and balanced curriculum.

5.6.2. The Local Governing Board shall be responsible for the standards achieved by the School and the pupils attending the School but shall follow such advice and recommendations of the Trustees as they might issue.

5.6.3. The Local Governing Board shall be responsible for the setting and review on an annual basis the School's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Trustees (see para 5.1.2.).

5.6.4. Any decision to expand the School shall be that of the Trustees who shall have regard to the views of the Local Governing Board.

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

5.7.1. Whilst the undertaking of any activities which would be described as part of the School's "extended schools agenda" or any activities designed to generate business income, would be the responsibility of the Local Governing Board, this shall only be undertaken in a manner consistent with any policy set by the Trustees and having regard to the viability of such activities, the impact on the School's activities and any financial implications, such as the threat of taxation in light of the Academy Trust'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 Trustees but the Local Governing Board shall do all such things as the Trustees may specify as being necessary to ensure that the Academy Trust is meeting its legal obligations.

## **6. OPERATIONAL MATTERS**

6.1. The Local Governing Board shall comply with the obligations set out in the Appendix which deals with the day to day operation of the Local Governing Board.

6.2. The Local Governing Board will adopt and will comply with all policies of the Trustees communicated to the Local Governing Board.

6.3. Both the Trustees and all members of the Local Governing Board have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Academy Trust and the School 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 Board will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees, in order to ensure that the governance of the School is best able to adapt to the changing political and legal environment. There will be specific policies and

procedures where the Trustees of the Academy Trust will expect that all schools within the Academy Trust adhere to one standard policy, following consultation with individual schools.

6.5. The Local Governing Board shall provide such data and information regarding the business of the School and the pupils attending the School as the Trustees may require.

6.6. The Local Governing Board 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 Board under this Scheme of Delegation in such circumstances.

6.7. The Trustees reserve the right to direct staff, (by negotiation) to work in other areas of the Academy Trust than their current employment, on tasks and activities which are commensurate with their skills and experience. This is intended to provide career and professional development opportunities for staff.

## **7. ANNUAL REVIEW**

7.1. This Scheme of Delegation shall operate from the Effective Date in respect of the named School. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Academy Trust and will have been attached to the Academy Trust's first Articles of Association.

7.2. Notwithstanding this being the first Scheme of Delegation to apply in respect of the School, the Trustees will have an obligation to review this Scheme of Delegation at a minimum, 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 Trustees will have regard to and give due consideration of any views of the Local Governing Board.

## **8. RESERVATION OF POWERS**

The Trustees, having overall responsibility and ultimate decision making authority for all the work of the Academy Trust, including the establishing and running of schools and in particular the School as a school, may exercise themselves functions and powers delegated to the Local Governing Board under this Scheme of Delegation in accordance with the provisions of Appendix 3 in the event of one of the following circumstances occurring:

8.1. the School is placed in Special Measures following an Ofsted inspection;

8.2. the School is advised of "Serious Weaknesses" following an Ofsted inspection;

8.3. the School is advised that it "Requires Improvement" following an Ofsted inspection

8.4. in the absolute discretion of the Trustees, the School is deemed not to be acting in accordance with this Scheme of Delegation or is otherwise not acting in accordance with the Ethos and Mission Statements of the Academy Trust as set out in Clause 2.

8.5. the School is deemed to be at financial risk in accordance with the Trusts financial monitoring framework.

## **APPENDIX 1**

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

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

1.1. The members of the Local Governing Board shall each school year, at their first meeting in that year, elect a Chair and Vice-Chair from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. This appointment is subject to approval by the Trustees. Neither a person who is employed by the Academy Trust (whether or not at the School) nor a person who is at the time of election already a Trustee of the Academy Trust (except where such person is a Trustee by virtue of being the incumbent Chair) shall be eligible for election as Chair or Vice-Chair, noting for the avoidance of doubt that once elected the Chair will be eligible to serve as a Trustee of the Academy Trust pursuant to the provisions of Articles 51 and 52.

1.2. When Schools are first established an interim Chair may be appointed by the Trustees.

1.3. Subject to paragraph 1.4, the Chair or Vice-Chair shall hold office as such until her/his successor has been elected in accordance with this clause 1. Local Governing Boards may wish to determine a maximum period in office however at the outset as a best practise model.

1.4. The Chair or Vice-Chair may at any time resign her/his office by giving notice in writing to the Local Governing Board. The Chair or Vice-Chair shall cease to hold office if:

1.4.1. s/he ceases to serve on the Local Governing Board;

1.4.2. s/he is employed by the Academy Trust whether or not at the School;

1.4.3. s/he is removed from office in accordance with this Scheme of Delegation; or

1.4.4. in the case of the Vice-Chair, s/he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of Chair.

1.5. 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 Board shall at its next meeting elect one of their number to fill that vacancy.

1.6. 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.

1.7. 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 Board 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 Academy Trust whether or not at the School nor a Trustee.

1.8. A Trustee may act as Chair during that part of any meeting at which the Chair is elected. All appointments must be notified to the Chief Executive Officer of the Academy Trust who will discuss the appointment with the Chair of the Board of Trustees for final approval as noted in 1.1.



1.9. Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.

1.10. The Chair or Vice-Chair may only be removed from office by the Trustees at any time or by the Local Governing Board in accordance with this Scheme of Delegation.

1.11. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Local Governing Board shall not have effect unless:

1.11.1. it is confirmed by a resolution passed at a second meeting of the Local Governing Board held not less than fourteen days after the first meeting; and

1.11.2. 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.

1.12. Before a resolution is passed by the Local Governing Board at the relevant meeting as to whether to confirm the previous resolution to remove the Chair or Vice-Chair from office, the person or persons proposing her/his removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

## **2. CONFLICTS OF INTEREST**

2.1. Any member of the Local Governing Board who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict or may be perceived to conflict with her/his duties as a member of the Local Governing Board shall disclose that fact to the Local Governing Board as soon as s/he becomes aware of it. A person must absent himself from any discussions of the Local Governing Board in which it is possible that a conflict will arise between her/his duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any Personal Financial Interest). Local Governing Board members will be required to adhere to the Trusts Conflict of Interest policy.

2.2. For the purpose of paragraph 2.1, a person has a Personal Financial Interest if s/he is in the employment of the Academy Trust or is in receipt of remuneration or the provision of any other benefit directly from the Academy Trust or in some other way is linked to the Academy Trust or the School.

2.3. All members of a Local Governing Board will be required to complete an Academy Trust Business and Pecuniary Interest declaration on an annual basis. The information from which will be published on the Schools website. Members are required to advise of any changes to their declarations immediately. 2.3 is a requirement under the Academies Financial Handbook.

2.4. In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.

2.5. Any disagreement between the members of the Local Governing Board and the Headteacher [or any subcommittee of the Local Governing Board 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 Board shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Board; and shall be signed (subject to the approval of the members of the Local Governing Board) at the same or next subsequent meeting by the person acting as Chair thereof. The minutes shall include a record of:

3.1.1. all appointments of officers made by the Local Governing Board; and

3.1.2. all proceedings at meetings of the Local Governing Board and of committees of the Local Governing Board including the names of all persons present at each such meeting.

3.2. The Chair shall ensure that copies of minutes of all meeting of the Local Governing Board (and such of the subcommittees as the Trustees) 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 Board may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Board but having regard to any views of the 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 Board, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Board or Trustees. The Local Governing Board 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 Board shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Trustees or who serve on the Local Governing Board. Boards must also be aware that subcommittee's must avoid "Influenced Company Status" and that at no time may local authority influence exceed 2 persons or 19.9% whichever is the lower.

### **5. DELEGATION**

5.1. Provided such power or function has been delegated to the Local Governing Board, the Local Governing Board may further delegate to any person serving on the Local Governing Board, committee, the Headteacher 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 Board may impose and may be revoked or altered.

5.2. Where any power or function of the Trustees or the Local Governing Board is exercised by any subcommittee, any Trustee or member of the Local Governing Board, the Headteacher or any other holder of an Executive office, that person or subcommittee shall report to the Local Governing Board in respect of any action taken or decision made with respect to the exercise of that power or

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

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

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

6.2. The Local Governing Board shall meet at least three times in every school year. Meetings of the Local Governing Board shall be convened by the clerk to the Local Governing Board. In exercising her/his functions under this Scheme of Delegation the clerk shall comply with directions regarding meetings:

6.2.1. given by the Trustees or the Local Governing Board; or

6.2.2. given by the Chair of the Local Governing Board or, in her/his absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Local Governing Board, 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 Board may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Board; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable. Reasons for the requisition should be stated to the clerk, who will relay this to all member of the Local Governing Board.

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

6.4.1. notice in writing thereof, signed by the clerk, will be sent to each member of the Local Governing Board at the address provided by each member; and

6.4.2. a copy of the Agenda for the meeting;

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

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

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

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

6.7.1. the members of the Local Governing Board so resolve; or

6.7.2. the number of members present ceases to constitute a quorum for a meeting of the Local Governing Board 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 clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.9. Where the Local Governing Board 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 Board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.

6.10. Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Board, and any vote on any matter thereat, shall be any three of the members of the Local Governing Board, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Board at the date of the meeting. If the Trustees have appointed any additional members of the Local Governing Board 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 Board may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

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

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

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 s/he may have.

6.15. The proceedings of the Local Governing Board 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 Board.

6.16. A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Board or of a subcommittee of the Local Governing Board, shall be valid and effective as if it had been passed at a meeting of the Local Governing Board or (as the case may be) a subcommittee of the Local Governing Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Board and may include an electronic communication by or on behalf of the Local Governing Board indicating her/his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Board in writing of the email address or addresses which the member will use.

6.17. Subject to paragraph 6.18, the Local Governing Board shall ensure that a copy of:

6.17.1. the agenda for every meeting of the Local Governing Board;

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 School 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 School;

6.18.2. a named pupil at, or candidate for admission to, the School; and

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

6.19. Any member of the Local Governing Board shall be able to participate in meetings of the Local Governing Board by telephone or video conference

6.19.1. The member must have given notice of their intention to do so detailing the telephone number on which s/he can be reached and/or appropriate details of the video conference suite from which s/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 Board 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 Board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In 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 Board to its members either personally or by sending it by post in a prepaid envelope addressed to the member at her/his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Board by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Board an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Board.

7.3. A member of the Local Governing Board present, either in person or by proxy, at any meeting of the Local Governing Board shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

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 Board or other officer or auditor of the Academy Trust acting in relation to the School shall be indemnified out of the assets of the Academy Trust 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 s/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 Academy Trust in relation to the affairs of the Academy Trust.

## **APPENDIX 2**

### **TRUSTEES AREAS OF AUTHORITY AND RESPONSIBILITY**

- Compliance with Funding Agreement
- Preparation and approval of this Scheme of Delegation under which the School is governed and subsequent amendments
- Agreement of the School's annual funding in consultation with the Local Governing Board
- Compliance with the DFE's Academies Financial Handbook
- Procurement policies for the Academy Trust
- Compliance with the financial and accounting requirements of the Academy Trust
- Strategic and financial planning for the Academy Trust and the Schools
- Cost allocation between the Academy Trust and the Schools
- Employment of all staff other than Head and Deputy Headteachers in accordance with employment and pay grade policies as directed by the Trustees
- Appointment of the responsible officer of a School
- Compliance with all statutory regulations
- Determination of admissions policy and arrangements
- Determination of educational vision of the School

## **APPENDIX 3**

### **RESERVATION OF POWERS**

The Trustees of the Academy Trust reserve the right to deliver themselves the powers and functions, as delegated under this Scheme to the Local Governing Board, in the following circumstances:

#### **1. School in Special Measures**

1.1 In the event that the School is placed in Special Measures, the Trustees may reserve to themselves any or all powers delegated to the Local Governing Board under this Scheme of Delegation; save for which the Trustees, in their absolute discretion, deem necessary to operate the School.

1.2 The Local Governing Board may continue to operate the School on a day to day basis, subject to regular consultation with the Chair of the Trustees.

#### **2. School with "Serious Weaknesses".**

2.1 In the event that the School is notified of "Serious Weaknesses" following an Ofsted inspection, the Trustees may:

2.1.1 withhold the right of the Local Governing Board to appoint staff;

2.1.2 request the Local Governing Board refers all major financial decisions to it for approval;

2.1.3 reserve its right to approve in advance all decisions to enter into contracts made to Local Governing Board, further to clause 5.3.2 in this scheme;

2.1.4 review any other major decision which it considers to be necessary to maximise the efficient running of the School.

2.2 The Local Governing Board may continue to oversee operation of the School on a day to day basis, in conjunction with the Headteacher and staff of the School but shall keep the Trustees regularly informed, at their reasonable request, of progress generally, operational decisions and other matters of importance to the running of the School.

#### **3. School "Requiring Improvement"**

3.1 In the event that the School is deemed to "Require Improvement" the Trustees may:

3.1.1 withhold the right of the Local Governing Board to appoint staff;

3.1.2 review any other major decision which it considers to be necessary to maximise the efficient running of the School.

3.2 The Local Governing Board may continue to oversee operation of the School on a day to day basis, in conjunction with the Headteacher and staff of the School but shall keep the Trustees regularly informed, at their reasonable request, of progress generally, operational decisions and other matters of importance to the running of the School.



#### **4. Trustees discretion**

4.1 The Trustees may override provisions relating to delegation to the Local Governing Board contained in this Scheme where, in their absolute discretion, they deem it necessary for the efficient operation of the School or the Academy Trust.

4.2 If the Trustees decide to exercise their power under this clause 3, the Chair of Trustees and the Chief Executive Officer of the Academy Trust shall be authorised to exercise this right.