

ORCHARD HILL COLLEGE ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: OCTOBER 2013

LAST REVIEWED: DECEMBER 2021

NEXT REVIEW DUE: DECEMBER 2022

LAST REVIEWED: JULY 2023

EFFECTIVE DATE: SEPTEMBER 2023

1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, The Orchard Hill College Academy Trust (the "Company") is governed by a Board of Directors (the "Directors") who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. This Scheme of Delegation will apply to all academies for which the Company is responsible (the "Academies"). Any reference to "the Academy" in this Scheme of Delegation refers to all academies within the Trust.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on a board (the "Local Governing Body") which has been established to ensure the good governance of the Academy. The Local Governing Body shall be the "Advisory Body" for the Academy as required by the Master Funding Agreement entered into between the Company and the Secretary of State for Education (the "Secretary of State") governing the affairs of the Company (the "Master Funding Agreement").
- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the members of the Local Governing Body and the commitments to each other to ensure the success of the Academy.
- 1.5 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. ETHOS AND MISSION STATEMENT

2.1 The Trust's mission is as follows:

To contribute to improving the education offer for pupils/students with SEN in particular. To build on and extend the scope of OHC's work in the London and surrounding areas, so that Academy pupils can also benefit from our expertise and access a greater range of opportunities arising from our strong community and stakeholder networks.

2.2 The Directors and the Local Governing Body recognise their responsibility towards the common good, not just of the Academies for whom the Company is responsible, but of all of the families and communities in the areas served by the Academies.

3. DIRECTORS' POWERS AND RESPONSIBILITIES

3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.

3.2 The Directors have a duty to act in the fulfilment of the Company's objects.

3.3 Directors will have regard to the interests of the all of the Academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of any particular Academy. In light of this, the Local Governing Body also acknowledges the desire and obligation on the Directors to put in place measures to ensure that any Academy for whom the Company is responsible is supported when the need arises.

3.4 Article 100 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. The Local Governing Body of an Academy is a committee formed by the Directors and derives its power from the Directors. The Directors may also delegate responsibility to the Principal/Headteacher.

3.5 The constitution, membership and proceedings of the Local Governing Body are determined by the Directors and this Scheme of Delegation expresses such matters as well as acknowledging 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.

3.6 The Directors may decide to collaborate two or more of the academies or pool resources to further the objects of the Company more efficiently, whether along geographical lines or otherwise. The Local Governing Bodies will be consulted with and shall support and facilitate such collaboration.

3.7 The Directors also recognise the role that the Academies play in their communities. The Local Governing Body shall ensure that any support is not inconsistent with the objects of the Company and the restrictions on use of its charitable resources and any advice or restriction placed on the Company by the Secretary of State. The Local Governing Body shall ensure that

any formal collaboration or support is appropriately documented and the details notified to the Directors.

4. CONSTITUTION OF THE LOCAL GOVERNING BODY

4.1 Members of the Local Governing Body

4.1.1 The number of people who shall sit on the Local Governing Body shall be not less than three but, unless otherwise determined by the Directors, shall not be subject to any maximum. The exact constitution of each Local Governing Body must be agreed by the Directors and permission sought before changes are made. It will be for the Directors to ratify any changes within a Governing Body's membership.

4.1.2 The Local Governing Body shall have the following members:

4.1.2.1 Members appointed under clause 4.2.1;

4.1.2.2 Staff members appointed under clause 4.2.2;

4.1.2.3 at least 2 parent members appointed under clauses 4.2.8 to 4.2.11;

4.1.2.4 The head teacher of the Academy (the "Principal/Headteacher"); and

4.1.2.5 Members appointed by the Directors pursuant to clause 4.2.8;

and the current composition of the Local Governing Body of the Academy will be made available to the Company Secretary. The Directors will determine any changes to the composition of the Local Governing Body from time to time in consultation with the Local Governing Body.

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

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

4.1.5 All persons appointed to the Local Governing Body shall give a written undertaking to the Directors to uphold the object of the Company.

4.2 Appointment of members of the Local Governing Body

Members appointed by the Local Governing Body

4.2.1 The Local Governing Body may appoint persons to serve on the Local Governing Body, having regard to:

- 4.2.1.1 any recommendations and views of the Directors 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; and
- 4.2.1.2 if relevant, the nomination by any third party organisation from whom the Academy receives support or with whom it is working in partnership of persons appointed to represent the views of such third party.

Staff members

4.2.2 The staff member of the Local Governing Body shall be appointed by the Directors and must be employed at the Academy at the time when he or she is appointed. The total number of such persons (including the Principal/Headteacher) must not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.

4.2.3 Any staff member of the Local Governing Body who ceases employment with the Academy will automatically cease to be a staff member on the Local Governing Body.

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

4.2.5 When a vacancy arises, all staff will be invited to apply for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Local Governing Body member and their background and experience that makes them suitable for the role.

4.2.6 In the event that the number of nominees equals or is less than the number of vacancies on the Local Governing Body, the Directors can choose not to appoint all (or any) of those nominated (on the basis that they don't have the requisite skillsets or the Local Governing Body has a surplus of that individual's skillsets).

4.2.7 If there are more nominees than vacancies on the Local Governing Body, the Directors shall appoint those nominees to the Local Governing Body which the Directors determines have the skills and expertise required by the Local Governing Body.

Parent members

- 4.2.8 The parent members of the Local Governing Body shall be elected or, if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, appointed (in accordance with this Scheme of Delegation). The elected (or appointed) parent member must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of

the Academies overseen by the Local Governing Body at the time when he or she is elected or appointed.

- 4.2.9 When a vacancy arises, the Local Governing Body will write to parents, or individuals exercising parental responsibility, of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Local Governing Body member and their background and experience that makes them suitable for the role.
- 4.2.10 If the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, the number of parent members required shall be made up by parent members appointed by the Trustees.
- 4.2.11 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the parents members, including any question of whether a person is a parent, or an individual exercising parental responsibility, of a registered pupil at one of the Academies. Any election of the parent members which is contested shall be held by secret ballot. Any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

Members appointed by the Directors

- 4.2.12 Without prejudice to clause 4.1.4, the Directors may appoint additional members to the Local Governing Body to serve for the term specified in clause 4.4.

4.3 Co-opted members of the Local Governing Body

- 4.3.1 The Local Governing Body may appoint persons to be “Co-opted” to the Local Governing Body the number of whom should be approved, in writing, by the Board of Directors from time to time. A person who shall be “Co-opted” to the Local Governing Body means a person who is to serve on the Local Governing Body without having been appointed under clause 4.2 by either the Local Governing Body or the Directors. The Local Governing Body may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Local Governing Body would exceed one third of the total number of persons serving on the Local Governing Body (including the Principal/Headteacher).

4.4 Term of office

- 4.4.1 The term of office for any person serving on the Local Governing Body shall be 3 years, save that this time limit shall not apply to the Principal/Headteacher, who will serve for as long as he or she remains in office and persons who are “Co-Opted” to the Local Governing Body who shall serve for 1 year. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed (including being “Co-Opted” again) to the Local Governing Body.

4.5 Resignation and removal

- 4.5.1 A person serving on the Local Governing Body shall cease to hold office if he resigns his office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 4.5.2 A person serving on the Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed him, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. A person may also be removed by the Directors but only after the Directors have given due regard to any representations by the Local Governing Body.
- 4.5.3 If any person who serves on the Local Governing Body in his capacity as an employee at the Academy ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his work at the Academy.
- 4.5.4 Where a person who serves on the Local Governing Body resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Local Governing Body who shall inform the Directors.

4.6 Disqualification of members of the Local Governing Body

- 4.6.1 No person shall be qualified to serve on the Local Governing Body unless he is aged 18 or over at the date of his appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.
- 4.6.2 A person serving on the Local Governing Body shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.6.3 A person serving on the Local Governing Body shall cease to hold office if he is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his office be vacated.
- 4.6.4 A person shall be disqualified from serving on the Local Governing Body if:
- 4.6.4.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- 4.6.4.2 he is the subject of a bankruptcy restrictions order or an interim order.
- 4.6.5 A person shall be disqualified from serving on the Local Governing Body at any time when he is subject to a disqualification order or a disqualification undertaking under

the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

- 4.6.6 A person serving on the Local Governing Body shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 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 Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 4.6.8 A person shall be disqualified from serving on the Local Governing Body at any time when he is:
- 4.6.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.9 A person shall be disqualified from serving on the Local Governing Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.6.10 A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 4.6.11 A person shall be disqualified from serving on the Local Governing Body if he has not provided to the chairman of the Local Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal/Headteacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

4.6.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and he was either a member of a Local Governing Body or was proposed to so serve, he shall upon becoming so disqualified give written notice of that fact to the Local Governing Body.

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

5. DELEGATED POWERS

5.1 General Provisions

5.1.1 .

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 Academies is delegated to the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by the Articles are not limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

Pursuant to the Articles, the Directors have wide powers of delegation and in accordance with the Articles and this Scheme of Delegation, delegate the day-to-day operation of the Academies to the Local Governing Bodies.

5.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues.

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

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

5.1.3.2 to enter into contracts on behalf of the Company in so far as they relate to the Academy and are within the scope of the Local Governing Body's responsibility as set out in this Scheme of Delegation.

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

5.1.5 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the Academy in the name of the Company. All cheques and electronic payments for the payment of money from such an account shall be approved by at least two signatories as set out in the Finance Regulations.

5.1.6 No monies of the Company (whether or not authority to expend has been devolved to the Local Governing Body) shall be paid into any bank account other than a bank account authorised by the Directors.

5.2 **Ethos and Values**

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

5.2.2 At all times, the Directors and the Local Governing Body shall ensure that the Academy is conducted in accordance with the object of the Company, 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.

5.3 **Finance**

5.3.1 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the company and generated from the activities of the Company, the Directors delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy, within the limits set out in the Finance Regulations. The Local Governing Body acknowledges the support provided by the Directors and that certain costs will be incurred by them in undertaking their functions and meeting their responsibilities, in particular in relation to:

5.3.1.1 the production of corporate accounts for the Company and the auditing of those accounts;

5.3.1.2 ensuring appropriate insurances are in place and implementing a suitable risk management strategy;

5.3.1.3 the functions of the Company Secretary; and

5.3.1.4 other central services and functions provided by Directors.

There may be other services provided by the Directors on either an optional or a non- discretionary basis and these will be shared with the Local Governing Body. In light of this, the Local Governing Body will be expected to meet a proportion of the costs incurred by the Directors, which shall be determined by the Directors on an annual basis.

- 5.3.2 The accounts of the Company shall be the responsibility of the Directors but the Academy shall provide such information about the finances of the Academy as often and in such format as the Directors shall require. Without prejudice to the above, the Company shall provide termly management accounts to the Directors. The Directors will be seeking to harmonise the financial systems of the Academies and the Local Governing Body will support this objective, within a reasonable timescale.
- 5.3.3 The Local Governing Body shall ensure the safeguarding of funds are adhered to and that the requirements of the Academies Financial Handbook and the Master Funding Agreement are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State. For the avoidance of doubt the Directors and the Local Governing Body acknowledge the restriction on borrowing contained in the Master Funding Agreement.
- 5.3.4 The Academy shall use all reasonable endeavours to operate within the budget and shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) actions to taken to remedy any shortfall.
- 5.3.5 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. The Academy will comply with any requests of the Directors to undertake a risk assessment of the activities of the Academy whether for auditing purposes or not and whether such assessment is required by the Secretary of State or not. The Directors will notify the Local Governing Body of its risk assessment policy from time to time and the Local Governing Body shall use its best endeavours to comply with it at all times.
- 5.3.6 The Directors acknowledge the Local Governing Body's right and intention to use any monies raised specially through fund-raising for the purpose for which they have been raised and otherwise solely at the discretion of the Local Governing Body provided this is within the objects of the Company and within the limits set out in the Financial Regulations. Proper accounts will be kept by the Local Governing Body showing the receipt and use of such funds and the extent to which such funds are

restricted, in the light of the obligation on the Company to note these funds separately in the accounts of the Company.

5.4 Premises

- 5.4.1 Subject to and without prejudice to clauses 5.4.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.
- 5.4.2 The Local Governing Body shall in conjunction with the Principal/Headteacher and the Directors, develop a 3 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.
- 5.4.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors.
- 5.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Directors who shall recover the cost from the budget delegated to the Local Governing Body to the extent the same is not otherwise reclaimed directly from the Education Funding Agency.
- 5.4.5 The Local Governing Body will notify the Directors as soon as reasonably practicable following the occurrence of an event in respect of which insurance has been obtained. The Directors and the Local Governing Body will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

5.5 Resources

5.5.1 Principal/Headteacher

5.5.1.1 The Directors in consultation with the Local Governing Body shall appoint the Principal/Headteacher and any other post with senior leadership responsibilities, should the Directors so require. The Directors and the 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 Directors and for the direction of the teaching and curriculum at the Academy).

5.5.2 Other Staff

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

- 5.5.2.1.1 comply with all policies dealing with staff issued by the Directors from time to time;
- 5.5.2.1.2 take account of any pay terms set by the Directors;
- 5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;
- 5.5.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;
- 5.5.2.1.5 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.

5.5.2.2 The Local Governing Body shall carry out or delegate to either the Principal/Headteacher and/or an appropriate committee, the performance management of all staff (including the Principal/Headteacher) and shall put in place procedures for the proper professional and personal development of staff. The Directors in consultation with the Local Governing Body shall manage the performance of the Principal/Headteacher.

5.6 Curriculum and Standards

- 5.6.1 The Local Governing Body shall be responsible for the setting and review of the curriculum but shall follow such advice and recommendations of the Directors in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.
- 5.6.2 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 Directors as they might issue from time to time.
- 5.6.3 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Directors.
- 5.6.4 Any decision to expand the Academy shall be that of the Directors but the Directors shall have regard to the views of the Local Governing Body.

5.7 Safeguarding

- 5.8.1 The Directors have wide ranging responsibilities in relation to safeguarding but the Local Governing Body shall:
 - 5.8.1.1 provide oversight of the implementation of the Company's Child Protection and safeguarding policies in the Academy and
 - 5.8.1.2 ensure that they are tailored to local arrangements and any Academy specific risk factors.

5.8.2 The Local Governing Body shall appoint a 'Local Safeguarding Governor' to champion safeguarding and wellbeing in the Academy and where reasonably practicable, will meet termly with the Designated Safeguarding Lead (DSL) in the Academy and carry out routine checks of the single central register (ideally at least one unannounced check per year).

5.8.3 The Local Governing Bodies shall conduct an annual self-audit in relation to the effectiveness of their Local Governing Body to inform the Company's annual review and identify any training needs.

5.8 Business Activities

5.8.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, would be the responsibility of the Local Governing Body, this shall only be undertaken in a manner consistent with any policy and the financial regulations set by the Directors and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

5.9 Regulatory Matters

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

6. OPERATIONAL MATTERS

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

6.2 The Local Governing Body will adopt and will comply with all policies of the Directors communicated to the Local Governing Body from time to time.

6.3 Both the Directors and all members of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

6.4 The Local Governing Body will review the implementation of policies and practices on a regular basis, having regard to the amendments to policies and the recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.

- 6.5 The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 6.6 The Local Governing Body shall submit to any inspections by the Directors to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.
- 6.7 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.
- 6.8 The Local Governing Body will work closely with the other Academies in the Trust to support and provide guidance where necessary. They will also take note and implement any policies or precedents that the Trustees decide to adopt however the Trustees agree to consider the view of the Local Governing Body in relation to any changes to these policies and procedures and any items of best practices that would benefit other schools within the Trust.

7. **ANNUAL REVIEW**

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

SCHEDULE

FUNCTIONING OF THE LOCAL GOVERNING BODY

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

- 1.1 The members of the Local Governing Body shall each school year, at their first meeting in that year, subject to the approval of the Directors, elect a chairman and a vice-chairman from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. No person who is employed by the Company (whether or not at the Academy) shall be eligible for election as chairman or vice-chairman. Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
- 1.2 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Local Governing Body. The chairman or vice-chairman shall cease to hold office if:
- 1.3.1 he ceases to serve on the Local Governing Body;
 - 1.3.2 he is employed by the Company whether or not at the Academy;
 - 1.3.3 he is removed from office in accordance with this Scheme of Delegation;
- or
- 1.3.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a temporary vacancy in the office of chairman.
- 1.3 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 1.4 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 1.5 Where in the circumstances referred to in paragraph 1.5 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Local Governing Body shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.
- 1.6 A Director shall act as chairman during that part of any meeting at which the chairman is elected or where the Secretary of State threatens intervention.
- 1.7 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot, and then finally approved by the Directors.

- 1.8 The chairman or vice-chairman may be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.
- 1.9 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
 - 1.10.1 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
 - 1.10.2 the matter of the chairman's or vice-chairman'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 chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman 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 duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of the Local Governing Body and the Principal/Headteacher shall be referred to the Directors for their determination.

3. THE MINUTES

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
 - 3.1.1 all appointments of officers made by the Local Governing Body; and

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

3.2 The chairman shall ensure that copies of minutes of all meetings of the Local Governing Body shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

4. **COMMITTEES/TASK AND FINISH GROUPS**

4.1 The Local Governing Body will establish a Pay Committee which will meet annually in the autumn term to consider the Principal/Headteacher's pay recommendations for teachers. The membership should be three members, including the Chair of Governors. The quorum for a meeting of the Pay Committee should be any two members. The Committee should have regard to any views of the Directors and any policy or statement of recommended practice issued from time to time by the Directors. The LGB may also establish task and finish groups, as and when appropriate, for short term projects, terms of reference for such shall be consistent with any policy or statement of recommended practice issued from time to time by the Directors.

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/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 Directors or the Local Governing Body may impose and may be revoked or altered.

5.2 Where any power or function of the Directors or the Local Governing Body is exercised by any Director or member of the Local Governing Body, the Principal/Headteacher or any other holder of an executive office, they 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, having reference to the Company's cycle of business.

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 clerk to the Local Governing Body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:

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

- 6.2.2 given by the chairman of the Local Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.3 Any three members of the Local Governing Body may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.4 Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:
- 6.4.1 notice in writing thereof, signed by the clerk, and sent to each member of the Local Governing Body at the address provided by each member from time to time; and
- 6.4.2 a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.1 the members of the Local Governing Body so resolve; or
- 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the 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 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 clerk 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.
- 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:
- 6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
 - 6.12.3 any vote on the removal of the chairman of the Local Governing Body;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.
- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.
- 6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.15 The proceedings of the Local Governing Body shall not be invalidated by
- 6.15.1 any vacancy; or
 - 6.15.2 any defect in the 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 duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, the Local Governing Body shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Local Governing Body;
 - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - 6.17.3 the signed minutes of every such meeting; and

- 6.17.4 any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
 - 6.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
 - 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.19 Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
 - 6.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.19.2 the Local Governing Body has access to the appropriate equipment, and if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

7. **NOTICES**

- 7.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 7.2 A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.

- 7.3 A member of the Local Governing Body present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 7.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.
- 8.