

**OXFORD DIOCESAN SCHOOLS TRUST**  
**(.....) PRIMARY SCHOOL**  
**SCHEME OF DELEGATION**  
**EFFECTIVE DATE: 13<sup>TH</sup> OCTOBER 2020**

**1. INTRODUCTION**

- 1.1 As a charity and company limited by guarantee, the Oxford Diocesan Schools Trust also known as ODST (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 (.....) PRIMARY SCHOOL (the “Academy”) is one of the academies.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (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.
- 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 (“the LGB Members”) 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. References in this Scheme to numbered paragraphs are to the relevant paragraphs of this Scheme or its Appendix

## 2. **VALUES AND MISSION STATEMENT\***

2.1 The Academy's Values Statement is as follows:

*(Insert school's statement).*

2.2 The Academy's mission statement is as follows:

*(Insert school's statement).\**

*(\*From time to time there is flexibility to add anything else that is distinctive about the academy's published values, ethos and mission statement as long as they are consistent with the ODST's.)*

## 3. **DIRECTORS' POWERS AND RESPONSIBILITIES**

3.1 The Directors have overall responsibility and are the ultimate decision-making authority for all the work of the Company, including the establishing and running of schools and in particular any Academies which are Church of England 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 and, in respect of the Academy, is done so together with the Local Governing Body in accordance with the terms and parameters set out in this Scheme. The Directors have the power to direct change and set policy where required (again in accordance with the terms and parameters set out in this Scheme and, subject to their powers under the Articles).

3.1A The Directors have agreed that, in respect of the Academy only, the Local Governing Body shall have the ability to identify areas needing school improvement and to formulate its own plans and strategies to deal with such issues provided always that such plans and strategies are compatible with the Company's overall strategies and policies and have been approved in writing by the Directors before implementation.

3.2 The Directors have a duty to act in the fulfilment of the Company's Objects. The Directors also have a duty to the DBE to uphold the Objects of the Company and to have regard to the advice of the DBE generally, in respect of Academies which have a religious designation.

- 3.3 The Directors will have regard to the interests of the other academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.
- 3.4 Articles 101 and 101A provide for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 102 to 106, responsibility for the running of the Academy from the Effective Date will be delegated to the Local Governing Body.
- 3.5 The constitution, membership and proceedings of the Local Governing Body is determined by the Directors, and this Scheme of Delegation expresses such matters as well as setting out the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission.

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

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

- 4.1.1 The number of people who shall sit on the Local Governing Body shall be not less than three but, unless otherwise determined by the Directors, shall not be subject to any maximum.
- 4.1.2 The Local Governing Body shall have the following members ("the LGB Members"):
- 4.1.2.1 Not applicable.
  - 4.1.2.2 1 Staff LGB Member, appointed under clause 4.2.2;
  - 4.1.2.3 2 Parent LGB Members elected or appointed under clause 4.2.5;
  - 4.1.2.4 The Headteacher of the Academy (the "Principal");
  - 4.1.2.5 8 Community LGB Members appointed under clause 4.2.10; and
  - 4.1.2.6 Not applicable.

provided that the total number of persons holding office on the Local Governing Body at the date of any meeting is sufficient for the meeting to be quorate under paragraphs 6.10 and 6.12 of appendix 1.

- 4.1.3 The Local Governing Body may also have co-opted LGB Members appointed under clause 4.3.
- 4.1.4 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body provided that the number of Directors present and voting does not form a majority of the total number of attendees present and voting.
- 4.1.5 All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Directors to uphold the Objects of the Company.

## **4.2 Appointment of LGB Members**

- 4.2.1 Not applicable
- 4.2.2 The Directors may appoint a person employed at the Academy to serve as a Staff LGB Member (“the Staff LGB Member”) on the Local Governing Body through such process as the Directors may determine. 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 In appointing a person to serve on the Local Governing Body who is employed at the Academy the Directors shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the 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 Directors.

- 4.2.4 The Headteacher shall be treated for all purposes as being an *ex officio* LGB Member.
- 4.2.5 Subject to clause 4.2.9, the Parent LGB Members shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.2.6 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent LGB Members, including any question of whether a person is a parent of a registered pupil at the Academy.
- 4.2.7 Where a vacancy for a Parent LGB Member is required to be filled by election, the Directors shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he or she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.2.8 The Parent LGB Members shall be appointed by the Directors in consultation with and following nomination by the LGB, if the number of parents standing for election is less than the number of vacancies.
- 4.2.9 In appointing a person to be a Parent LGB Member pursuant to clause 4.2.8, the Directors shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 4.2.10 The Directors, in consultation with and following nomination by the LGB, shall appoint Community LGB Members.
- 4.2.11 The Directors shall only appoint an LGB member who is employed by or in receipt of remuneration from the Company, if their place of employment be other than at the Academy governed by that LGB, unless that person is the Headteacher, whose employment and remuneration is subject to the Company's articles 6.6 and 6.8, and 4.2.4 above; or a staff LGB member appointed under 4.2.2. For the avoidance of doubt, this means that any LGB Member who obtains

employment or is remunerated for work undertaken at the Academy may not continue as an LGB Member, unless they have been elected as a Parent LGB Member under 4.2.6.

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

4.3.1 The Local Governing Body with the written consent of the Directors may appoint up to 2 persons to be co-opted to the Local Governing Body (“Co-opted LGB Members”). The Local Governing Body may not co-opt a person who is employed at the Academy.

4.3.2 In appointing Co-opted LGB Members, the Local Governing Body and the Directors shall have regard to the need to ensure that the LGB Members between them have an appropriate range of skills and experience and due attention is given to succession planning.

#### **4.4 Term of office of LGB Members**

4.4.1 The term of office for any LGB Member shall be 4 years, save that this time limit shall not apply to the Headteacher (who shall serve *ex officio*) and to Co-opted LGB Members (who shall serve for 2 years). Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected (including being co-opted again) to the Local Governing Body.

#### **4.5 Resignation and removal of LGB Members**

4.5.1 A LGB Member shall cease to hold office if he or she resigns his or her office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect) or is disqualified under Article 4.6.

4.5.2 A LGB Member shall cease to hold office if he or she is removed by the person or persons who appointed him or her. Whilst acknowledging that no reasons need to be given for the removal of a LGB Member by a person or persons who appointed him or her, 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. The Directors acknowledge that the removal of all LGB Members would only normally occur in the following circumstances:

- 4.5.2.1 where, in the reasonable opinion of the Directors, a significant budget deficit has arisen and the Local Governing Body has failed to remedy or taken appropriate steps to remedy to the Directors' satisfaction within one Academy term;
  - 4.5.2.2 where the Academy is given a grade 4 Ofsted report;
  - 4.5.2.3 where either (i) a review of the Academy's governance has been carried out by the Company or any external agency and has highlighted, in the reasonable opinion of the Directors, areas requiring improvement and the Local Governing Body has failed to address or resolve such significant weaknesses within one Academy term; or (ii) the Local Governing Body has refused to participate in such review of the Academy's governance within one Academy term.
- 4.5.3 If the Staff LGB member ceases to work at the Academy then he or she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his or her work at the Academy.
- 4.5.4 Where a LGB Member resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall (as necessary) 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 as a LGB Member unless he or she is aged 18 or over at the date of his or her election or appointment. No current pupil of the Academy shall be entitled to serve as a LGB Member
- 4.6.2 A LGB Member shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- 4.6.3 A LGB Member shall cease to hold office if he or she is absent without the permission of the Chair of the Local Governing Body from

all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his or her office be vacated.

- 4.6.4 A person shall be disqualified from serving on the Local Governing Body if:
  - 4.6.4.1 His or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
  - 4.6.4.2 He or she 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 LGB Member shall cease to hold office if he or she 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 those provisions).(Appendix 2).
- 4.6.7 A person shall be disqualified from serving on the Local Governing Body if he or she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he or she was responsible or to which he or she was privy, or which he or she by his or her 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 or she 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 or she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.6.10 A person shall be disqualified from serving on the Local Governing Body where he or she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 4.6.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he or she has not provided to the chair of the Local Governing Body a disclosure and barring service (DBS) certificate at an enhanced disclosure level under section 113B of the Police Act 1997 and part 5 of the Protection of Freedoms Act 2012. In the event that the certificate discloses any information which would in the opinion of either the Chair of ODST or the CEO after consultation with the Chair of Governors of the Local Governing Body 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 these provisions, a person becomes disqualified from serving on the Local Governing Body, or was proposed to so serve, he or she shall upon becoming so disqualified give written

notice of that fact to the Local Governing Body who shall inform the Directors, the DBE and the Trustees.

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 LGB Member.

## 5. DELEGATED POWERS

### 5.1 General Provisions

5.1.1 Subject to provisions of

- (a) the Companies Act 2006;
- (b) the Articles;
- (c) The strategic plan and policies of the Directors of the Company;
- (d) Any Budget set by the Directors for the Academy;
- (e) And any directions given and rules and regulations set by the Directors of the Company,

the management of the business of the Academy shall otherwise be delegated by the Directors to the Local Governing Body who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation and the procedures in the ODST Financial Handbook. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all the powers so delegated.

5.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and

procedures of the Academy and to consider and respond to strategic issues. The Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances.

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

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 of the Company in so far as it relates to the Academy; and

5.1.3.2 to enter into contracts, in accord with the procedures in the ODST Financial Handbook, on behalf of the Company in so far as they relate to the Academy.

5.1.4 In the exercise of its powers and functions, the Local Governing Body shall observe any directions given by the Directors.

5.1.5 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the Local Governing Body in the name of the Company and according to the financial scheme of delegation, which is published separately.

## 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 values referred to in clause 2, the determination of the Academy's values and mission statement shall be the responsibility of the Directors who shall not make any alteration to its category as an Academy without religious designation without a full local consultation process and the consent of the Department for Education.

5.2.2 At all times, the Directors and the Local Governing Body shall ensure that the Academy is conducted in accordance with the Objects 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 less an amount to be determined each year by the Directors in accordance with the Academy's budget.
- 5.3.2 Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 5.1.3, the Local Governing Body shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above such sum as shall be mandated by the Directors in the ODST Financial Procedures Manual.
- 5.3.3 The accounts of the Company shall be the responsibility of the Directors but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Directors shall reasonably require. Without prejudice to the above, the Local Governing Body shall provide on request management accounts to the Directors. The Local Governing Body will agree a budget with the Directors.
- 5.3.4 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 5.3.5 The Local Governing Body shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.

- 5.3.6 The Local Governing Body shall follow the procedures in the ODST Financial Procedures Manual and develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy.
- 5.3.7 Subject to any contrary direction by the Directors, the Local Governing Body shall at all times have in place a competent Finance Committee, known as the “Resources Committee” as provided for in Article 4.2 of the Appendix
- 5.3.8 Both the Directors and the Local Governing Body acknowledge that neither the DBE nor the Trustees have any financial responsibility for the Company or the Academy in any situation.

#### **5.4 Premises**

- 5.4.1 Subject and without prejudice to clauses 5.3.2 and 5.4.4 and to the provisions of any Supplemental Agreement between the Directors, the LGB Members and the Trustees, 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 the Trustees or others) as owners of such buildings and facilities.
- 5.4.2 The Local Governing Body shall in conjunction with the Directors develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body’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 Academy will be that of the Directors and / or the Trustees.
- 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.

#### **5.5 Resources**

## 5.5.1 **Headteacher**

5.5.1.1 The Directors shall appoint the Headteacher in accordance with the Articles, and with the full participation of the Local Governing Body. The Directors and the Local Governing Body may delegate such powers and functions as they consider are required by the Headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Local Governing Body and (notwithstanding clause 5.6.1) for the direction of the teaching and curriculum at the Academy).

5.5.1.2 The Directors shall ensure that the Headteacher is committed to supporting and promoting the objects of 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 always 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 including an agreed numbers of relevant staff and their pay scales (noting that the Company's pay policy is at the date of this scheme based on the model policy produced by Oxfordshire County Council);

5.5.2.1.2 take account of any pay terms set by the Directors (noting that the Company's pay policy is as at the date of this Scheme based on the model policy produced by Oxfordshire County Council);

5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors (noting that the terms and conditions for the appointment of new staff have

been negotiated by the Company with the relevant trade unions and that any subsequent amendments will be likewise negotiated and approved);

5.5.2.1.4 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 ensure the performance management of all staff is carried out (including the Headteacher) and shall put in place procedures for the proper professional and personal development of staff.

## 5.6 Curriculum and Standards

- 5.6.1 Bearing always in mind the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum, the Local Governing Body shall be responsible for planning and setting the curriculum for the Academy provided always that (i) the Directors shall be responsible for the review of the curriculum; and (ii) the Local Governing Body agrees to give due regard to the views, suggestions and advice provided by the Directors in this respect. The Directors agree that the Local Governing Body may work alongside other schools and academies in order to aid the production of a broad and balanced curriculum.
- 5.6.2 The Directors shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but may have regard to, but not be bound by, the advice and recommendations of the Local Governing Body.
- 5.6.3 Subject to the provisions of any statutory admissions code, the Local Governing Body shall be responsible for the setting and the review from time to time of the Academy's admissions policy. The Directors shall be ultimately responsible for the setting and approval of the admissions policy and no change will be made to the admissions criteria without the written consent of the Directors and the DBE. For the avoidance of doubt the Directors acknowledge

that no substantive changes in the Academy's admissions criteria and policy are anticipated following the conversion of the Academy.

5.6.4 Any decision to expand the Academy shall be that of the Directors (with the written consent of the DBE) but who shall have regard to the views of the Local Governing Body and the Trustees.

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

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

## 5.8 **Regulatory Matters**

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

## 6. **OPERATIONAL MATTERS**

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

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

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

6.4 The Local Governing Body will review its policies and practices on a regular



basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.

6.5 The Local Governing Body shall provide such data and information regarding the business of the Academy, its staff 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.

The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

## **7. REVIEW AND TERMINATION**

7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy.

7.2 The Scheme may be terminated by the Directors at any time by giving notice in writing to the Local Governing Body.

7.3 Notwithstanding this being the first Scheme of Delegation to apply in respect of the Academy, the Directors will have the absolute discretion to review this Scheme of Delegation and to alter any provisions of it.

7.4 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Body.

## APPENDIX 1

### FUNCTIONING OF THE LOCAL GOVERNING BODY

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

- 1.1 Unless the Directors shall otherwise direct, the LGB Members shall each school year, at their first meeting in that year, elect a chair and a vice-chair of the LGB and chair of the committee from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. A person who is employed by the Company (whether or not at the Academy) shall not be eligible for election as chair or vice-chair.
- 1.2 Subject to paragraph 1.4, the chair and vice-chair of the LGB and the chairs of the committees shall hold office as such until his or her successor has been elected in accordance with this clause 1.
- 1.3 The chair or vice-chair of the LGB or the chair of the committee may at any time resign his office by giving notice in writing to the Local Governing Body. The chair or vice-chair of the LGB or chair of the Resources Committee shall cease to hold office if:
  - 1.3.1 He or she ceases to serve on the Local Governing Body;
  - 1.3.2 He or she is employed by the Company whether or not at the Academy;
  - 1.3.3 He or she is removed from office in accordance with this Scheme of Delegation; or
  - 1.3.4 in the case of the vice-chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chair.
- 1.4 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chair or vice-chair or the chair of the committees, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 1.5 Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting.

- 1.6 Where in the circumstances referred to in paragraph 1.5 the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the LGB Members shall elect one of their number to act as a chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company (whether or not at the Academy) nor a Director.
- 1.7 A Director shall act as chair during that part of any meeting at which the chair is elected.
- 1.8 Any election of the chair or vice-chair which is contested shall be held by secret ballot.
- 1.9 The chair or vice-chair may be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.
- 1.10 A resolution to remove the chair or vice-chair from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
- 1.10.1 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 chair's or vice-chair's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.11 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chair or vice-chair from office, the person or persons proposing his or her removal shall at that meeting state their reasons for doing so and the chair or vice-chair shall be given an opportunity to make a statement in response.

## **2. CONFLICTS OF INTEREST**

- 2.1 Any LGB Member 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 or her duties as a LGB Member shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself or herself from any discussions of the Local

Governing Body in which it is possible that a conflict will arise between his or her 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 or she is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of the Local Governing Body and the Headteacher or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.
- 2.5 The Local Governing Body shall maintain a register of business interests of its Governors.

### **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 written records kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
  - 3.1.1 all appointments of officers made by the Local Governing Body;  
and
  - 3.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.
- 3.2 The chair shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be made available and accessible to the Directors and the DBE as soon as reasonably practicable after those minutes are approved.

### **4. COMMITTEES**

- 4.1 Subject to this Scheme of Delegation and to any contrary direction by the Directors, the Local Governing Body shall establish a Resource Committee and may establish any other subcommittee. The constitution, membership and proceedings of any subcommittee including arrangements for electing or appointing their chairs shall be determined by the Local Governing Body but having regard to any views of the Directors. Subject to 4.2 below, the establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed in consultation with and having regard to the views of the Directors at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors. The Local Governing Body may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Directors or LGB Members.
- 4.2 The terms of reference, constitution and membership of the Finance Committee shall be such as shall first have been agreed in writing 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 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 the Resource Committee or any other subcommittee, any Director or LGB Member, the Headteacher or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

## 6. MEETINGS OF THE LOCAL GOVERNING BODY

- 6.1 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.
- 6.2 The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing Body shall be convened by the secretary to the Local Governing Body. In exercising his or her 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 chair of the Local Governing Body or, in his or her absence or where there is a vacancy in the office of chair, the vice-chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.3 Any three members of the Local Governing Body may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.
- 6.4 Each LGB Member 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 LGB Member 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 Directors, the chair or, in his or her absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the

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

- 6.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.1 the members of the Local Governing Body so resolve; or
  - 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be 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, a majority of the quorum must be made up of Community LGB Members.
- 6.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.12 The quorum for the purposes of:

- 6.12.1 appointing a Parent LGB Member;
- 6.12.2 any vote on the removal of a LGB Member in accordance with this Scheme of Delegation;
- 6.12.3 any vote on the removal of the chair of the Local Governing Body;

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

- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every LGB Member shall have one vote.
- 6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he or she may have.
- 6.15 The proceedings of the Local Governing Body shall not be invalidated by
  - 6.15.1 any vacancy on the board; or
  - 6.15.2 Any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating their 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 signed minutes of every such meeting; and
- 6.17.3 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 LGB Member shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:

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

6.19.2 the Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## 7. 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 or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.
- 7.3 A LGB Member present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 7.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## 8. **INDEMNITY**

- 8.1 Subject to the provisions of the Companies Act 2006 every LGB Member or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## Appendix 2

By virtue of Article 80 of the Trust's articles the following disqualifications effective from 1<sup>st</sup> August 2018 also apply to any member of any committee of the Directors, including a **Local Governing Body**, who is not a Director.

### Disqualification Reasons

1. After 1 August 2018, you will be automatically disqualified if:
2. You have an unspent conviction for any of the following
  - a. an offence involving deception or dishonesty
  - b. a terrorism offence
    - i. to which Part 4 of the Counter-Terrorism Act 2008 applies
    - ii. under sections 13 or 19 of the Terrorism Act 2000
  - c. a money laundering offence within the meaning of section 415 of the Proceeds of Crime Act 2002
  - d. a bribery offence under sections 1, 2, 6 or 7 of the Bribery Act 2010
  - e. an offence of contravening a Commission Order or Direction under section 77 of the Charities Act 2011
  - f. an offence of misconduct in public office, perjury or perverting the course of justice yes/no
  - g. In relation to the above offences, an offence of: attempt, conspiracy, or incitement to commit the offence; aiding, or abetting, counselling or procuring the commission of the offence; or, under Part 2 of the Serious Crime Act 2007(encouraging or assisting)in relation to the offence
3. You are on the sex offenders register (ie. subject to notification requirements of Part 2 of the Sexual Offences Act 2003)
4. You have an unspent sanction for contempt of court for making, or causing to be made, a false statement or for making , or causing to be made, a false statement in a document verified by a statement of truth
5. You have been found guilty of disobedience to an order or direction of the Commission under section 336(1) of the Charities Act 2011.
6. You are a designated person for the purposes of Part 1 of the Terrorist Asset-Freezing etc. Act 2010, or the Al Qaida (Asset Freezing) Regulations 2011.
7. You have previously been removed as an officer, agent or employee of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
8. You have previously been removed as a trustee of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
9. You have been removed from management or control of any body under section s34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (or earlier legislation)

10. You are disqualified from being a company director, or have given a disqualification undertaking, and leave has not been granted (as described in section 180 of the Charities Act) for you to act as director of the charity
11. You are currently declared bankrupt (or subject to bankruptcy restrictions or an interim order)
12. You have an individual voluntary arrangement (IVA) to pay off debts with creditors
13. You are subject to a moratorium period under a debt relief order, or a debt relief restrictions order, or an interim order
14. You are subject to an order made under s.429(2) of the Insolvency Act 1986. (Failure to pay under a County Court Administration Order.)