

SLOUGH AND EAST BERKSHIRE CHURCH OF ENGLAND MULTI-ACADEMY TRUST (SEBMAT)

SEBMAT Academies (Slough and Eton Church of England Business and Enterprise College; Colnbrook Church of England Primary School; Eton Porny Church of England First School)

SCHEME OF DELEGATION

EFFECTIVE DATE: 25th June 2018

PART 1

1. INTRODUCTION

1.1 As a charity and company limited by guarantee, Slough and East Berkshire Church of England Multi-Academy Trust (SEBMAT) (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 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 and any terms used in the Articles. This Scheme of Delegation will apply to all academies for which the Academy Trust is responsible (the “Academies”) and details for each individual academy, e.g. name, location, whether primary or secondary (or “all through”) and any specific matters relating to that academy will be set out in the Schedule to this Scheme of Delegation. Any reference to “the Academy” in this Scheme of Delegation will be a reference to the Academy so named in the relevant Schedule.

1.2 The Directors are accountable to the Members of the Academy Trust (Diocesan Board of Education -DBE, Bishop of Buckingham, a nomination from Eton College and the Chair of Directors) for the quality of education that is provided for the children and sound financial management and also to the Department for Education (DfE), which is the principal regulator of academies. As such, the Directors are required to have systems in place through which they can assure themselves of quality, safety and good practice. As the Academy consists of Church of England schools, designated as such, the Directors are also accountable both to the Oxford Diocesan Board for Education (DBE) to ensure that the Academy is conducted as a Church of England school and to any persons or body who holds the land used by the Academy on trust to ensure that the objects of such trust are upheld and the land is used for purposes which are consistent with the objects of the trust.

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” - LGB) for each school for which the Multi-Academy Trust is responsible, 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 (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 Bodies and the commitments to each other to ensure the success of the Academy.

2. EXCELLENCE AND EQUITY FOR ALL CHILDREN

2.1 Education is inevitably a process of change; it is self-evident that no child starting school will be the same when they leave. What is important is that the change is for the good and that the guiding principles of that change are based on sound educational, moral and social precepts.

2.2 To achieve that state children must be highly literate and numerate so that they can access all that the world has to offer. They must be able confidently and competently to use technology to help them on that journey. Life's fullness also requires each child to know about the world and its history, to be able to appreciate and create art and music in their many forms and to have fit, active minds and bodies. A person who can truly be described as educated does not just have a vast bank of knowledge; they have the ability to use that knowledge for their own good and for the good of humanity.

2.3 The Directors and the Local Governing Bodies 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 Company. In light of the principle of common good, the Local Governing Body also acknowledges the desire and obligation on the Directors to put in place measures to ensure that any Academy for which the Company is responsible is supported when the need arises. Where this may have a financial impact on the Academies, any policy shall first be discussed with the Local Governing Bodies and their views taken into account in relation to the setting and implementation of any such policy. Any carry forward of balances are owned by the Trust. They are shown on the consolidated balance sheet and can be used as the Directors see fit through consideration at the Finance and Resources Committee of the Trust and sign off by the Directors. In effect, the Local Governing Bodies are not in control of these funds.

2.4 The Local Governing Bodies of two or more Academies may decide to collaborate or pool resources to further the objects of the Company more efficiently. The Directors shall support and facilitate such collaboration. The Local Governing Bodies who are collaborating shall keep the Directors informed of such collaboration in order to help the Directors provide effective support.

2.5 The Local Governing Bodies also recognise the responsibility of the Directors, including any officer appointed with the express purpose of achieving and maintaining school improvement, to support the Academies to ensure their long-term sustainability. Any school improvement plan will be discussed between the Directors and the Academy concerned and the Local Governing Body acknowledges that the financial cost of any support package will be the responsibility of the Academy. Any school improvement plan will take account of the Secretary of State's concerns and will identify measurable objectives and milestones for improvement. The Local Governing Body will support and ensure implementation of any plan.

2.6 The Directors also recognise the role that the Academies play in their communities and Local Governing Bodies are free to decide how such support and patronage is given. 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.

3. DIRECTORS' POWERS AND RESPONSIBILITIES

3.1 The Directors have overall responsibility and ultimate decision-making authority for all the work of the Company, including the establishing and running of schools and in particular the Multi-Academy Trust as a group of 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. The Directors have the power to direct change where required.

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

3.3 Directors will have regard to the interests of the other academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.

3.4 Article 100 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. The Finance and Resources Committee addresses matters of this nature and seeks ratification from the Directors' Board as necessary. In further recognition of the Directors' power to delegate under Articles 102 and 105, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Body of the Academy.

3.5 The constitution, membership and proceedings of the Finance and Resources Committee and the Local Governing Body is determined by the Directors and this Scheme of Delegation expresses such matters and acknowledges the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission.

4. CONSTITUTION OF THE LOCAL GOVERNING BODY

4.1 Members of the Local Governing Body

4.1.1 The number of people who shall sit on the Local Governing Body shall be not less than three and, unless otherwise determined by the Directors, shall not be more than twelve.

4.1.2 The Local Governing Body shall have the following members:

4.1.2.1 Seven members, appointed under clause 4.2.1, including two nominated by DBE;

4.1.2.2 Two staff members, appointed under clause 4.2.2;

4.1.2.3 Two parent members elected or appointed under clause 4.2.5;

4.1.2.4 One community member appointed under clause 4.2.11;

4.1.2.5 The headteacher of the Academy (the "Headteacher") who shall be ex-officio

4.1.2.6 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the "Secretary of State") pursuant to clause 102c) of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company;

4.1.3 The Local Governing Body may also have up to three co-opted members appointed under clause 4.3. This would give a potential maximum of 16 members, which should be implemented with caution about becoming overly large.

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

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

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

4.2.1 The Directors may appoint up to seven persons to serve on the Local Governing Body, including two nominated by DBE, on the following basis:

4.2.1.1 they shall have regard to ensuring that the people serving on the Local Governing Body between them have an appropriate range of competencies and experience and due attention is given to succession planning;

4.2.1.2 due representation is given to any persons or body who holds the land used by the Academy on trust;

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

4.2.3 Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body who are employed at the Academy the Local Governing Body shall invite nominations from all staff employed under a 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 Local Governing Body.

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

4.2.5 Subject to clause 4.2.9, the parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.

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

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

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

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

4.2.10 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 4.2.9, the Local Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

4.2.11 The community members shall be elected by the other members of the Local Governing Body in consultation with the Directors.

4.2.12 Notwithstanding the above, the Directors may appoint to the initial Local Governing Body persons who have served in the respective categories as governors at the predecessor school.

4.3 Co-opted members of the Local Governing Body

4.3.1 The Local Governing Body may appoint up to 3 persons to be “Co-opted” to the Local Governing Body. A person who shall be “Co-opted” to the Local Governing Body means a person who is to serve on the Local Governing Body without having been appointed or elected to serve on the Local Governing Body. The 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 Headteacher).

4.4 Term of office

4.4.1 The term of office for any person serving on the Local Governing Body shall be 4 years, save that this time limit shall not apply to the Headteacher whose term of office relates to their time in post, and to persons who are “Co-Opted” to the Local Governing Body who shall serve for 1 year. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Local Governing Body.

4.4.2 Subject to agreement by the Directors, those persons appointed under clause 4.2.12 shall serve for the remainder of their term of office relative to their appointment at the predecessor school. Thereafter they shall be appointed or elected as specified under the relevant category.

4.5 Resignation and removal

4.5.1 A person serving on the Local Governing Body shall cease to hold office if he/she 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/she is removed by the person or persons who appointed him/her. 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, including parents, 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/her capacity as an employee at the Academy ceases to work at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his work at the Academy.

4.5.4 Where a person who serves on the Local Governing Body resigns his/her office or is removed from office, that person or, where he/she is removed from office, those removing him/her, shall give written notice thereof to the Local Governing Body who shall inform the 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/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.

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

4.6.3 A person serving on the Local Governing Body shall cease to hold office if he/she is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his/her office be vacated. However, if apologies are given and they are accepted this needs to be recorded in the minutes.

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

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

4.6.4.2 he/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/she 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/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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

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

4.6.8 A person shall be disqualified from serving on the Local Governing Body at any time when he/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/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/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

4.6.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he/she has not provided to the chair of the Local Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chair or the Head Teacher 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/she was, or was proposed, to so serve, he/she shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors.

4.6.13 This clause 4.6 and paragraph B of the Schedule 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 provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution, the management of the business of the Academy shall be delegated by the 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. 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. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified

as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governing Body.

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:

5.1.3.2 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. Alongside this, it is expected that the Finance and Resources Committee will deal with many of the contracts where it is of importance to address economies of scales that may apply if the contract is let for all other schools within the Trust.

5.1.4 In the exercise of its powers and functions, the Local Governing Body may consider any advice given by the 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 Local Governing Body in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Local Governing Body except where expenditure exceeds £5,000 in which case one of those signatories shall be either the Chief Executive Officer or in his or her absence the chair of the Directors.

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 Academy's ethos and mission statement shall be the responsibility of the Directors who will consult with the DBE about any alteration to the religious character of the Academy or the conduct of the Academy as a Church of England school.

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. The Finance and Resources Committee assists with the financial decision making of the Directors' Board. (Terms of Reference are appended to this document). The Local Governing Body acknowledges the support provided by the Directors and that certain costs will be incurred by it in undertaking its functions and meeting its 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; and

5.3.1.3 The functions of the Company Secretary and Responsible Officer (required for the purposes of the Master Funding Agreement).

5.3.2 There may be other services provided by the Directors on either an optional or a non-discretionary basis and these will be agreed 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. The Directors will on request make available to the Local Governing Bodies full details of the expenditure incurred by the Directors and will at the start of each academic year circulate a draft budget for the Company for discussion with the Local Governing Bodies.

5.3.3 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 consult with the Finance and Resources Committee and first obtain the written consent of the Directors to any contracts or expenditure for any single matter above £15,000 (or such other amount as shall be notified by the Trust Board to the Academy from time to time).

5.3.4 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 monthly management accounts to the Directors through the Director of Finance. The Local Governing Body acknowledges the need of the Directors to co-ordinate the financial information of each of the Academies and in order to achieve efficiencies and to minimise the cost and risk of auditing, the Local Governing Body commits to supporting the long-term aim of the Directors to harmonise the financial management information systems adopted by the Academies.

5.3.5 The Trust determines the financial procedures for all of the Multi-Academy Trust for the safeguarding of funds 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.

5.3.6 The Trust through the Finance and Resources Committee decides on the budget for the whole of the Trust through liaison between the Director of Finance and the headteachers. The Local Governing Body shall submit its annual budget to the Directors at the times notified to it by the Directors and will have regard to any views of the Directors as to the appropriateness of such budget. 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.

5.3.7 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 Local Governing Body shall comply with any risk management policy adopted by the Directors and will provide such information about any areas of risk notified to the Directors as the Directors shall require from time to time.

5.3.8 It should be noted that the Directors will appoint a Responsible Officer (RO) covering all academies within SEBMAT. The RO will receive reports from the appointed auditors and liaise with the SEBMAT Finance and Resources Committee and, where appropriate with bursars and headteachers in individual academies to ensure consistent financial risk management procedures are being adopted across all academies.

5.3.9 Both the Directors and the Local Governing Body acknowledge that the DBE and Diocesan Board of Finance have no financial responsibility for the Company or the Academy in any situation.

5.3.10 The Directors acknowledge the Local Governing Body's right and intention to use any voluntary (i.e. non- grant) funds (including any restricted funds) raised by the Local Governing Body for the purposes 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. Proper accounts will be kept by the Director of Finance together with 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 5.3.2 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, in consultation with the Trust's Business and Procurement Manager, and 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. Any capital spend is taken through the Finance and Resources Committee for consideration and onward to the Directors for sign off as necessary. The headteachers attend this Committee so are in a position to make comment about any proposals with the Business and Procurement Manager having liaised with the school prior to presenting proposals for consideration.

5.4.2 The Local Governing Body shall in conjunction with the Directors and/or their nominee, 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 with the approval of the DfE.

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 Governing Body to the extent the same is not otherwise reclaimed directly from the Education and Skills Funding Agency (or any successor body).

5.4.5 The Local Governing Body will notify the Directors and DBE as soon as reasonably practicable following the occurrence of an event in respect of which an insurance claim has been obtained. The responsibility for notifying the insurers is the Local Governing Body. 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 Headteacher

5.5.1.1 The Directors shall in consultation with the Local Governing Body appoint the Headteacher and any post with senior management responsibilities. 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 for the direction of the teaching and curriculum at the Academy).

5.5.1.2 The Directors shall carry out or delegate to the Chief Executive the performance management of all headteachers and shall put in place procedures for their proper professional and personal development. The Chief Executive in turn is accountable to the Members (Trustees) who have the responsibility to address the performance management of this officer.

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 and implementing where appropriate any advice and recommendations given by the Directors.

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

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 have regard to any views 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 who shall have regard to the views of the Local Governing Body.

5.7 Extended Schools and Business Activities

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

5.8 **Regulatory Matters**

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

6. **OPERATIONAL MATTERS**

6.1 The Local Governing Body shall comply with the obligations set out in 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 its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.

6.5 The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.

6.6 The Local Governing Body shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005.

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

7. **ANNUAL REVIEW**

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

7.2 Notwithstanding this being the first review of the Scheme of Delegation to apply in respect of the Academy, the Directors will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.

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

8. INTERVENTION AND REMOVAL OF DELEGATED RESPONSIBILITY

8.1 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 formally 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.

8.2 Notwithstanding the above, the Directors and the Local Governing Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Company and the impact this may have on the ability of the Directors to react when standards are falling and/or there is evidence of financial imprudence exposing the Local Governing Body and possibly more widely the Company itself to a threat of intervention. The Directors and the Local Governing Body in such circumstances make the following commitments to each other:

8.2.1 to discuss openly any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;

8.2.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures;

8.2.3 to allow each other the opportunity to effect improvements at the Academy through directions to be issued to persons appointed either by the Local Governing Body (including the Headteacher) in relation to the governance of the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each or the religious character of the Academy;

8.2.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time an interim executive board whose responsibility it will be to address the issues culminating in the threat of intervention, such interim executive board will be made up of an equal number of persons appointed by both the Directors and the Local Governing Body and shall have power to act subject only to the guiding principles set out in the clause 1 and the fulfilments of the Object of the Company.

8.2.5 not as Directors to exercise any power to remove a Headteacher or to attend and vote at any meeting of the Local Governing Body at which this is to be discussed without first discussing the need to ensure that such power is being exercised appropriately and proportionately.

PART 2

SCHEDULE

FUNCTIONING OF THE LOCAL GOVERNING BODY

A. CHAIR AND VICE-CHAIR OF THE LOCAL GOVERNING BODY

A.a Subject to paragraph A,a.a the members of the Local Governing Body shall each school year, at their first meeting in that year, elect a chair and a vice-chair from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph A.c. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of election a Director of the Company nor a person who has not been appointed by the Directors shall be eligible for election as chair or vice-chair. This will be ratified by the Board of Directors who will have the final say.

A.a.a Where the Academy is formed part way during a school year, the Directors shall appoint a chair and vice-chair to serve until the start of the subsequent school year when elections will take place in accordance with paragraph A.a

A.b Subject to paragraph A.d the chair or vice-chair shall hold office as such until his/her successor has been elected in accordance with this clause 1.

A.c The chair or vice-chair may at any time resign his/her office by giving notice in writing to the Local Governing Body. The chair or vice-chair shall cease to hold office if:

A.c.a he/she ceases to serve on the Local Governing Body;

A.c.b he/she is employed by the Company whether or not at the Academy;

A.c.c he/she is removed from office in accordance with this Scheme of Delegation; or

A.c.d in the case of the vice-chair, he/she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chair.

A.d Where by reason of any of the matters referred to in paragraph A.c, a vacancy arises in the office of chair or vice-chair, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.

A.e 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.

A.f Where in the circumstances referred to in paragraph A.e the vice-chair is also absent from the meeting or there is at the time a vacancy in the office of vice-chair, the members of the Local Governing Body shall elect one of their number to act as a chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.

A.g The clerk to the Local Governing Body shall act as chair during that part of any meeting at which the chair is elected.

A.h Any election of the chair or vice-chair which is contested shall be held by secret ballot.

A.i The chair or vice-chair may only be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.

A.j 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:

A.j.a 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

A.j.b 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.

A.k Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chair or vice-chair from office, the person or persons proposing his/her removal shall at that meeting state their reasons for doing so and the chair or vice-chair shall be given an opportunity to make a statement in response. Also, this process will be the used for the removal of other governors, including parents.

B. CONFLICTS OF INTEREST

B.a Any member of the Local Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he/she becomes aware of it. A person must absent himself/herself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest). However, the Chair can use their discretion to allow the person to stay, but not participate in discussion if the matter is less serious.

B.b For the purpose of paragraph B.a, a person has a Personal Financial Interest if he/she is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.

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

B.d 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.

C. THE MINUTES

C.a The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a record (hard copy or electronic) 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:

C.a.a all appointments of officers made by the Local Governing Body; and

C.a.b 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.

C.b The chair shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the sub-committees as the Directors shall from time to time notify) shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

D. COMMITTEES

D.a Subject to this Scheme of Delegation, the Local Governing Body may establish any sub-committee. The constitution, membership and proceedings of any sub-committee shall be determined by the Local Governing Body but having regard to any views of the Directors. (Schedule

A) The establishment, terms of reference, constitution and membership of any sub-committee shall be reviewed at least once in every twelve months. The membership of any sub-committee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such sub-committee 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 sub-committee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the sub-committee. No vote on any matter shall be taken at a meeting of a sub-committee unless the majority of members of the sub-committee present either are Directors or who serve on the Local Governing Body.

E. DELEGATION

E.a 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. The terms of reference for any sub-committee of the Local Governing Body shall first be approved by the Directors.

E.b Where any power or function of the Directors or the Local Governing Body is exercised by any subcommittee, any Director or member of the Local Governing Body, the Headteacher or any other holder of an executive office, that person or sub-committee 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.

F. MEETINGS OF THE LOCAL GOVERNING BODY

F.a Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.

F.b 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/her functions under this Scheme of Delegation the clerk shall comply with any direction:

F.b.a given by the Directors or the Local Governing Body; or

F.b.b given by the chair of the Local Governing Body or, in his/her absence or where there is a vacancy in the office of chair, the vice-chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in F.b.a above.

F.c 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.

F.d Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:

F.d.a 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

F.d.b a copy of the agenda for the meeting;

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

F.e 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.

F.f 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.

F.g A meeting of the Local Governing Body shall be terminated forthwith if:

F.g.a the members of the Local Governing Body so resolve; or

F.g.b the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph F.j, subject to paragraph F.l.

F.h Where in accordance with paragraph F.g 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.

F.i Where the Local Governing Body resolves in accordance with paragraph F.g 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.

F.j Subject to paragraph F.l, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting. If the Directors have appointed any additional members of the Local Governing Body pursuant to clause 4.1.2.6 of this Scheme of Delegation, then a majority of the quorum must be made up of such persons.

F.k 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.

F.l The quorum for the purposes of:

F.l.a appointing a parent member;

F.l.b any vote on the removal of a person in accordance with this Scheme of Delegation;

F.l.c 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 [plus a Director].

F.m 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.

F.n Subject to paragraphs F.j – F.l, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he/she may have.

F.o The proceedings of the Local Governing Body shall not be invalidated by

F.o.a any vacancy on the board; or

F.o.b any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

F.p 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 sub-committee 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.

F.q Subject to paragraph F.r, the Local Governing Body shall ensure that a copy of:

F.q.a the agenda for every meeting of the Local Governing Body;

F.q.b the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;

F.q.c the signed minutes of every such meeting; and

F.q.d 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.

F.r There may be excluded from any item required to be made available in pursuance of paragraph F.q, any material relating to:

F.r.a a named teacher or other person employed, or proposed to be employed, at the Academy;

F.r.b a named pupil at, or candidate for admission to, the Academy; and

F.r.c any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

F.s 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:

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

F.s.b 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.

G. NOTICES

G.a 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.

G.b A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.

G.c 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.

G.d 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.

H. INDEMNITY

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

Appendix

Finance and Resources Committee Terms of Reference