

**POLICY TYPE: PRESCRIBED**  
**ACTION: FOR SCHOOL ADOPTION**



**Southwark Diocesan  
Board of Education  
Multi-Academy Trust**  
Developing Church of England Education

Version: 3 (SEPTEMBER 2020)  
School Name: ALL SAINTS CHURCH OF ENGLAND PRIMARY SCHOOL, CARSHALTON, SUTTON  
Conversion Date: 1<sup>st</sup> SEPTEMBER 2017  
Supplementary Scheme: THIS SCHOOL DOES NOT HAVE A SUPPLEMENTARY SCHEME OF DELEGATION

# SCHEME OF DELEGATION

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## SEPTEMBER 2020

The purpose of this Scheme of Delegation is to provide clarity as to the roles and responsibilities of those who contribute to the governance of the Academies and the Trust itself. All those with governance and management responsibilities must be familiar with this Scheme of Delegation so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities. They are also to ensure senior leaders are held to account for the performance of the Academies and that there is financial stability within the Trust.

This is a prescribed Scheme which has been approved by the SDBE MAT Board and may not be modified by Academies.

## 1. INTRODUCTION

1.1 SDBE Multi-Academy Trust (referred to herein as the “**Trust**”) was established on the 20<sup>th</sup> September 2016 as a multi academy trust and, in consequence of it entering into both a Master Funding Agreement and a number of Supplemental Funding Agreements (the “**Funding Agreements**”), operates and maintains a group of Church of England schools within The Diocese of Southwark (the “**Academies**”) which shall at all times remain Church of England schools conducted in conformity with any trust deed governing the use of land used by the Trust and in conformity with canon law and with the teachings of the Church of England and in accordance with any advice or directive issued by the Southwark Diocesan Board of Education.

1.2 The Trust is both a company limited by guarantee, registered at Companies House (Company Number [10385920]), and, by virtue of its charitable object “to.... advance, for the public benefit, education in the United Kingdom..... by establishing Church of England schools” i.e. the Academies, is a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.

1.3 The Trust’s constitution is set out in its **Articles of Association** and this Scheme of Delegation has been put in place in accordance with the provisions of the Articles and should be read in the light of them.

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roles and responsibilities of those who contribute to the governance of the Academies and the Trust itself. All those with governance and management responsibilities must be familiar with this Scheme of Delegation so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities, to ensure that senior leaders are held to account for the performance of the Academies and that there is financial stability within the Trust.

1.5 This Scheme of Delegation will apply to each of the Academies, subject to 5.2.2.

1.6 The Effective Date of this Scheme of Delegation is [1<sup>st</sup> September 2020] and it will be reviewed annually to ensure it reflects any changes in legislation and/or statutory guidance. No change will be made to this Scheme without the approval of the Directors.



## 2. VISION AND VALUES

### 2.1 Vision and Values

Our vision is to establish a culture and context in which schools can grow and flourish and provide an excellent education with Christian values at its heart. We will seek to enable all children and young people in our schools to realise their God-given potential, aspire to exceed their expectations and to build a Christ-centred community.

### 2.2 Principles for Effective Partnership

The Academies, and those responsible for the governance and management of the Trust and the Academies, have committed to working in partnership, supporting one another, and there are clear principles underlying how that partnership will work:

#### 2.2.1 Equal Partners

The Academies are equal partners within the Trust and at all times the partners will strive for consensus in decision making, recognising that each Academy has both strengths and weaknesses. The Academies will seek to preserve and protect each other's distinctiveness and will be respectful of each Academy's respective ethos and mission. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust's mission, vision and values.

#### 2.2.2 Transparency

All those involved in the running and oversight of the Trust and the Schools will be open and honest in their dealings with each other, at all times acting in good faith and recognising the value of independence and separation in relation to decision making.

#### 2.2.3 Subsidiarity

Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of solidarity and support for the common good, avoiding unnecessary bureaucracy and aiming so far as is possible to make changes to established practices only where it can be demonstrated there is a reasonable need.

#### 2.2.4 Solidarity

All those with responsibility for the Trust and the Academies share a commitment to the mutual support of all Academies for which the Trust is responsible, especially those that are in need of assistance at any particular time.



### 3. ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES

#### 3.1 Structure

3.1.1 The nature of the Trust as a company running multiple academies means there are many governance and management layers.

3.1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company, but as the Trust is charitable with no power to distribute profits to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance responsibilities and no day to day management responsibilities.

3.1.3 The corporate management and both “trustee” and “director” responsibility for the Trust is vested in the “**Trustees**”, who will be trustees for charity law purposes and company directors registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money. The Trustees are required as trustees and pursuant to the Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Trustees meet as a board of Trustees,

generally known as the “**Trust Board**”. All Trustees have the same responsibility to act in the best interests of the Trust and the Academies, irrespective of their role on the Board i.e. whether appointed in an executive capacity, such as the “**Chief Executive Officer**”, or nominated by one or more of the Academies.

3.1.4 The Trustees oversee the management and administration of the Trust and the Academies run by the Trust and delegate authority and responsibility to others, including executive officers and individuals who are locally based who can undertake the day to day management and governance of the Academies. The Trust Board will have strategic and legal oversight of the Trust and will monitor all activities; determining the strategic direction of the Trust, assessing the performance of the Academies and establishing and reviewing the policies and practices governing the life of the Academies.

3.1.5 Article 101 of the Articles of Association provides for the appointment by the Trustees of committees to which the Trust Board may delegate certain functions and responsibilities. The Trust Board has established “**Local Governing Bodies**” for each of the Academies and their power is derived from the Trust Board. Like the Trustees on the Trust Board, the individuals (the “**Governors**”) serving on a Local Governing Body are also responsible for fulfilling a local governance role, in conjunction with a “**Principal**” (executive headteacher, headteacher or head of school, as the case may be), who is responsible for the internal organisation, management and control of the Academy or Academies (as appropriate). The Trust Board

will also delegate management responsibility directly to the Principals, who will report primarily to the Local Governing Body but subject to the oversight exercised by the Trust Board and the Chief Executive Officer.

3.1.6 To provide clarity of delegated responsibilities, a “**Governance Delegation Matrix**” is attached at Appendix 2.

## 3.2 **Role of the Members**

3.2.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled. Whilst the Members have limited legal and financial responsibility for the affairs of the Trust, the Department for Education recommends that there is some distinction between the Members and the Trustees as “this enables members who are independent of the trustees to provide challenge and scrutiny to the board” (Governance Handbook 2019).

3.2.2 The Trust will have three members, with one member being the Southwark Diocesan Board of Education itself (as a corporate member), one member being the Bishop of Southwark (or his nominee who will be an Area Bishop) and one being the Southwark Diocesan Board of Finance (as the corporate arm of the Diocesan Council of Trustees for the Diocese of Southwark). All three Members will be independent of the Trustees.

3.2.3 The Members’ key responsibilities are:

3.2.3.1 to ensure the Object of the Trust are met, the Annual Report should address this which will be presented to the Members either at a General Meeting of the Trust held in accordance with the Articles of Association or by other means;

3.2.3.2 to determine the Trust’s constitution and governance structure;

3.2.3.3 exercising either a direct power under the Articles or a statutory power under the Companies Act 2006 to appoint and remove Trustees.

3.2.4 Under the Articles, the Members appoint all of the Directors to the Trust Board although the Directors may, with the consent of the SDBE, co-opt up to three additional Directors. The Members, Directors and Governors are required by the Articles to have regard to advice from and any directives issued by the SDBE.

## 3.3 **Role of the Trustees and the Trust Board**

3.3.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes taking existing schools into the Trust). The Trustees have the power to direct change where required.

3.3.2 As trustees of a charity, the Trustees have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:

3.3.2.1 to ensure compliance with any legal obligations;



- 3.3.2.2 to report on the charity’s activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the “**Charity SORP**”);
- 3.3.2.3 to fulfil the charitable object of the charity as set out in its constitution (i.e. the **Articles of Association**) and to act in a way which is compliant with the rules of the charity contained in the Articles;
- 3.3.2.4 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- 3.3.2.5 to act prudently in the financial management of the Trust, avoiding putting any assets, funds or the reputation of the Trust at undue risk;
- 3.3.2.6 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well and efficiently run; and
- 3.3.2.7 to act responsibly, getting advice from others, including professional advisors, where appropriate.
- 3.3.3 The Trustees must act independently and in the best interests of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Trustees to serve on the Trust Board. The Trust Board has adopted a formal **Conflict of Interest Policy**, in order to assist all those involved in the running of the Trust at every level to avoid and manage conflicts. Specific attention must be given to any arrangement whereby a Member or Director will personally benefit from

an arrangement and the Conflict of Interest Policy makes reference to both the restrictions in the Articles of Association and the ESFA’s guidance on “related party transactions” to which all those involved in the running of the Trust must have regard. This policy recognises the fundamental and necessary relationship between the Trust and the Academies in both governance and management terms and that individuals may serve in a number of capacities and at numerous levels within the Trust.

3.3.4 The specific tasks and responsibilities of the Trust Board are as follows:

3.3.4.1 to determine and fulfil the shared vision and ethos of the Trust and the Academies, acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;

3.3.4.2 to develop a strategic plan for the Trust and to communicate that plan effectively so this can be implemented across the Trust and all the Academies, including determining any future expansion of the Trust and the relationship that the Trust has with the Secretary of State for Education (including also the Department for Education, the Education and Skills Funding Agency and Ofsted);

3.3.4.3 to develop and support strategic partnerships with other bodies and organisations, including service providers and government agencies, which will further the Trust’s strategic plan;

3.3.4.4 to act as a critical friend to the Chief Executive Officer and each of the Local Governing Bodies and to ensure they are effective;



3.3.4.5 to determine and through the Chief Executive Officer ensure the implementation of policies and procedures which it is intended will result in the achievement of a consistently high standard of education and financial prudence across the Trust, dealing with (but not limited to) the following:

- Human Resources/Employment
- Audit & Risk Management
- Contingencies and Reserves (both central and at Academy level)
- Governance
- Health & Safety
- Operational Matters
- Standards and Educational Performance
- Data Management
- Complaints and Appeals
- Legal Compliance

3.3.4.6 to work with the Local Governing Bodies to provide governance and leadership support as well as direct school improvement support, facilitating the development of Academy action plans where required;

3.3.4.7 working with the SDBE, to make or facilitate the making of suitable appointments of Governors who will serve on the Local Governing Bodies,

including removing governors who fail to fulfil the expectations of Governors set out in this Scheme of Delegation;

3.3.4.8 to approve the overall Trust budget and allocations to the Academies including determining the budget for any shared or central expenditure and support (acknowledging the full delegation of the Academy's budget to the Academy which the Local Governing Body will monitor as set out in this Scheme of Delegation) and establish a **Finance Committee** to support the Trust Board in this function;

3.3.4.9 to appoint formally the Principals on behalf of the members and, in conjunction with the Chief Executive Officer and Local Governing Bodies, to determine the framework within which the performance of the Principals of the Academies will be carried out;

3.3.4.10 to have power to provide and monitor or evaluate the delivery of the central or shared services and functions provided by any Executive Team lead by the Chief Executive Officer, emphasising the benefits of collaborative working across the Academies and procurement efficiencies for common services and resources and ensuring that comprehensive support is provided to the Academies;

3.3.4.11 to ensure there is a proper system for the internal audit of the accounts of the Trust (including the Academies) and the financial procedures followed by the Academies, facilitating the audit of the Trust's accounts by the Trust's auditors, and to establish a formal **Audit Committee**, which will be



- responsible for carrying out periodic internal audits of the Academies' financial processes, procedures and accounting records;
- 3.3.4.12 to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;
- 3.3.4.13 to ensure appropriate advice is available to the Trust and the Academies in relation to legal and compliance matters;
- 3.3.4.14 to ensure that insurance or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director/trustee liability;
- 3.3.4.15 to liaise with and support the Local Governing Bodies ensuring there is collaboration across the Trust, emphasising and facilitating the benefits of such collaboration.
- 3.3.5 The following are the core competencies and skills expected of all Trustees:
- 3.3.5.1 to work as a team;
- 3.3.5.2 to attend meetings and be prepared to contribute to discussions;
- 3.3.5.3 to be respectful of the views of others and to be open to new ideas and thoughts;
- 3.3.5.4 to treat all confidential information confidentially;
- 3.3.5.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the mission of the Trust;
- 3.3.5.6 to understand the policies and procedures of the Trust and how these flow to the Academies;
- 3.3.5.7 to support the Trust and the Academies in public and act as an ambassador;
- 3.3.5.8 to commit to training and skills development
- 3.3.5.9 to be ready to ask questions;
- 3.3.5.10 to be focused on problem solving and be ready to learn from past experiences.
- 3.3.6 Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area. For example, some Trustees may lead on finance, premises or facilities, leadership appointments or standards. A regular skills audit will be undertaken and Trustees should expect to be able to articulate their contribution to the success of the Trust and the Academies.
- 3.3.7 The organisation of the Trust Board is set out in the Articles of Association, which determine meeting frequency, quorum and the appointment of a chair and vice chair. The Trust Board is required to meet at least 3 times a

year and the quorum for any meeting is the greater of 3 and a third of the Trustees appointed at any one time.

### 3.4 **The Chief Executive Officer and the Executive Team**

3.4.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive functions. For the most part, this responsibility will fall on the Principals of the Academies, supported by their leadership teams. The Chief Executive Officer will delegate certain strategic functions relating to the management of the Trust itself and the oversight of leadership or which relate to the activities of more than one Academy to the “**Executive Team**”. The “Chief Operating Officer” will report to the Chief Executive Officer and will support him or her in the discharge of these duties.

3.4.2 The need for and size of the Executive Team will be determined by the Trust Board. Where possible, resources will be drawn from the Academies themselves rather than the use of external consultants or through recruitment.

3.4.3 The “**Chief Executive Officer**” will fulfil the role of the Accounting Officer. The Executive Team will operate under the leadership and direction of the Chief Executive Officer, who is an ex officio Trustee of the Trust. The Executive Team works directly with the staff in each Academy and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

3.4.4 The principal responsibilities of the Chief Executive Officer, Chief Operating Officer and the Executive Team are:

3.4.4.1 to manage the processes for schools joining the Trust (including carrying out appropriate due diligence and identifying any actions required to address areas of weakness or opportunities for improvement);

3.4.4.2 to advise on and facilitate or provide (as required) the necessary operational and management support to each Academy, advising on policies in core areas of activity in accordance with the requirements of the Trust Board. These core areas include legal compliance, risk management, teaching and learning/standards, training (Governor and staff), finance, HR and ICT;

3.4.4.3 to specify management controls and reporting requirements, audit the associated processes, procedures and outcomes in each Academy, identify and deliver appropriate training and support and report to the Trust Board on progress and concerns;

3.4.4.4 to implement and review systems for the benchmarking of the Academies across the group (including financial as well as educational performance), developing systems for cross fertilisation and supporting the Local Governing Bodies in maximising the opportunities for resource sharing and collaboration;

- 3.4.4.5 to ensure that insurance and/or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director/trustee liability;
- 3.4.4.6 to undertake the strategic management of the whole school estate, advising the Trust Board on areas of risk and assessing the Trust’s overall safeguarding responsibilities, including drawing up a long term estate plan which identifies areas in need of expansion and/or development and assets likely to be surplus to requirements; and
- 3.4.4.7 to take a lead on any capital bids and allocations, supporting the Academies’ premises teams to carry out works safely and cost effectively.
- 3.4.5 The cost of the functions undertaken by the Executive Team and the Trust Board are generally funded on a fair and equal basis by the Academies by the contribution of a percentage of the central government funding provided for each Academy the “**Support Cost Contribution**”). This contribution will be set each year against a budget for the shared costs approved by the Trust Board.
- 3.4.6 Additional funding received by the Trust from other non-Academy sources (such as other government grants) will contribute directly to the running and development costs of the Trust. An Academy may be asked to reimburse any third party costs payable to consultants where additional support has been agreed or has been necessary.

- 3.4.7 The Chief Executive and/or Chief Operating Officer may direct school leaders to take certain steps in order to ensure the operational, financial and/or educational stability of a school.

Such steps may include, but are not limited to, the review and/or implementation of revised financial, operational or educational plans, the school’s staffing structure and overall workforce size. Such decisions will ordinarily be discussed between the Headteacher and Governors and approved by governors but may also be approved by the CEO/COO where there is a need to act swiftly in the interest of the school/Trust and its future stability. In the rare event that agreement cannot be reached between the School and the Trust, the ultimate decision rests with the Trust as the employer and accountable body.

The trust may direct the use of a supplier, service, software or subscription if it can be assured of the value adding it provides to the operation and/or performance of the school and/or Trust.

### 3.5 **The role of the Governors and the Local Governing Bodies**

- 3.5.1 The role of a Governor within a multi academy trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Governing Bodies for each of the Academies, for the most part made



- up of individuals drawn from the Academy’s community, both as elected and appointed members.
- 3.5.2 The Governors serving on such Local Governing Bodies are accountable to the Trust Board (which in turn is accountable to the Members and to the Department for Education) as well as to the communities they serve.
- 3.5.3 Whilst not trustees under charity law, Governors are nevertheless under a duty to act in good faith and in the best interests of the Academy and the Trust. This duty includes a responsibility to do the following:
- 3.5.3.1 to ensure the Academy complies with its legal obligations;
- 3.5.3.2 to fulfil the charitable object of the Trust;
- 3.5.3.3 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charitable funds or assets of the Academy or the Trust;
- 3.5.3.4 to act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust at undue risk;
- 3.5.3.5 to exercise reasonable care and skill, using personal knowledge and experience, to ensure the Academy is well and efficiently run;
- 3.5.3.6 to act responsibly, getting advice from others from within the Trust and if appropriate external professional advisers;
- 3.5.3.7 to act in accordance with the LGB Code of Conduct and according to the Nolan Principles;
- 3.5.3.8 to act in accordance with any authority delegated to him or her, including complying with any regulation or requirement of those from whom delegated authority is received; and
- 3.5.3.9 to act as an ambassador of the Trust and in a way which is consistent with the vision and ideals of the Trust.
- 3.5.4 Governors must act independently and in the best interests of the Academy even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Body. As with the Trustees, the Governors must comply with the Trust’s Conflict of Interest Policy, which recognises the important relationships between the Trustees, the Governors and the Diocese.
- 3.5.5 The specific tasks and responsibilities of the Governors are as follows, with further detail set out in Section 4 of this Scheme of Delegation:
- 3.5.5.1 to fulfil the vision and ethos of the Trust in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;

- 3.5.5.2 to review from time to time and ensure the implementation of the Academy's strategy for improvement as set out in its development plan, focusing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;
- 3.5.5.3 to provide support and challenge (and act as a critical friend) to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
- 3.5.5.4 to oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Principal (with the support of the Academy's senior leadership team) and submitting this for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices, including in particular any policies and practices adopted by the Trust Board for application across all the Academies;
- 3.5.5.5 to support the Academy's Principal in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all policies relating to staff adopted by the Trust Board;
- 3.5.5.6 to support the Trust Board in its monitoring and evaluation of the delivery of any central or shared services and functions provided or procured by the Trust for the Academies, reporting any issues or concerns to the [Chief Executive Officer and, if necessary, the Chair of the] Trust Board;
- 3.5.5.7 to promote the benefits of collaboration with the other Academies and to actively seek opportunities to work together with the aim of improving economic efficiency within the Academies or identifying and implementing best practice;
- 3.5.5.8 to develop links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
- 3.5.5.9 to engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other public body to which the Academy is accountable.
- 3.5.6 Individual Governors may be given primary responsibility for particular functions such as standards, finance, premises and resources with a view to matching skills and experience to functions. This will not affect collective and overall individual responsibility but Governors are expected to use their skills and experience in the fulfilment of their duties.
- 3.5.7 Subject to the provisions of the Companies Act 2006, every member of the Local Governing Body or other officer or auditor of the Trust acting in relation to an Academy shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending

any proceedings, whether civil or criminal, in which judgement is given in favour of him or her, 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 Trust.

3.5.8 As with the Trustees, the following are the core competencies and skills expected of all Governors:

3.5.8.1 to work as a team;

3.5.8.2 to attend meetings and be prepared to contribute to discussions and commit to agreed actions;

3.5.8.3 to be respectful of the views of others and to be open to new ideas and thoughts;

3.5.8.4 to treat all confidential information confidentially;

3.5.8.5 to develop a good understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;

3.5.8.6 to understand the policies and procedures of the Trust and how these flow to the Academies;

3.5.8.7 to support the Trust in public and act as an ambassador of the Trust;

3.5.8.8 to commit to taking responsibility for his or her own training and development needs, including attending training provided by the SDBE or other training as appropriate and to take part in regular self reviews and skills audits;

3.5.8.9 to be ready to ask questions;

3.5.8.10 to be focused on problem solving and be ready to learn from past experiences.

3.5.9 Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Academy.

3.5.10 The Trust Board also recognises the role that the Academies play in their communities. The Local Governing Bodies shall ensure that any such involvement is not inconsistent with the object of the Trust and the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by the Secretary of State. The Local Governing Body shall ensure that any formal collaboration with third parties, including any with which the Trust has a strategic partnership, is appropriately documented and the details notified to the Trust.

#### **4. DELEGATED AUTHORITY AND RESPONSIBILITIES OF THE LOCAL GOVERNING BODY**



## 4.1 General Provisions

- 4.1.1 The Trust Board reserves the right (in its absolute discretion) (subject to any guidance issued by the Southwark Diocesan Board of Education or approval required from the Bishop) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time, noting that it will be reviewed for its effectiveness annually. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Trustees to act freely and in the best interest of the Trust, in so far as the Trustees are able to do so, they agree to abide by its provisions and will consult the Local Governing Bodies on any significant changes.
- 4.1.2 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme is likely to lead to delegations within the Scheme being withdrawn. In the event of serious disagreement between the Trust Board and a Local Governing Body, which cannot be resolved by the Chair of the Local Governing Body discussing the matter with the Chair of the Trust Board, the matter will be referred to the SDBE for guidance.
- 4.1.3 As a matter of general principle, the Local Governing Body will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice

given. In particular the LGB will comply with the Conflicts of Interest Policy prescribed by the Trust.

- 4.1.4 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members following a special resolution, the governance and management of an Academy shall be delegated by the Trust Board to the relevant Local Governing Body, which may exercise all the powers of the Trust in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation and any specific additional terms of reference or Trust policy. No alteration of the Articles or change to the Scheme shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made. Except as provided for in this Scheme of Delegation, the powers given by this Scheme shall not be limited by any special power given to the Trustees by the Articles or to the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all the powers so delegated.

## 4.2 Finance and Audit

- 4.2.1 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:



- 4.2.1.1 to expend the funds of the Trust received in respect of the Academy in such manner as the Local Governing Body shall consider most beneficial for the running of the Academy within the approved budget; and
- 4.2.1.2 to propose contracts on behalf of the Academy which are within the scope of the Local Governing Body's responsibility as set out in this Scheme of Delegation, subject to the authorisation limits as set out in the "**Scheme for Financial Delegation**" annexed to this Scheme of Delegation as Appendix 1.
- 4.2.2 Each Academy will have its own bank account, opened by the Trust when the Academy joins the Trust, which shall be operated by the Local Governing Body. All cheques, BACS and orders for the payment of money from such account shall be signed by or authorised in accordance with the Scheme for Financial Delegation.
- 4.2.3 No Trust monies (whether or not authority to make expenditure has been devolved to the Local Governing Body) shall be paid into any bank account other than a bank account authorised by the Trust Board.
- 4.2.4 The Trust's accounts shall be the responsibility of the Trust Board but the Principal of the Academy shall provide such information about the Academy, as often and in such detail and format as the Chief Executive Officer, Chief Operating Officer, Trust Board or Executive Team shall reasonably require, in order to carry out an internal audit of the Academies in accordance with the requirements of the Education and Skills Funding Agency's **Academies Financial Handbook**. Without prejudice

to the above, the Principal shall provide management accounts in an approved format to the Chief Executive Officer, Chief Operating Officer, Executive Team and/or Finance Committee regularly or as requested by the Trust Board.

- 4.2.5 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 and the Funding Agreements are observed at all times as well as any requirements and recommendations of the Audit Committee and the Education and Skills Funding Agency. For the avoidance of doubt, the Local Governing Body acknowledges the restriction on borrowing contained in the Funding Agreements.
- 4.2.6 The Trust Board acknowledges the Local Governing Body's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Academies for the purposes for which they have been raised and otherwise solely at the discretion of the Local Governing Body, provided this is consistent with the charitable object of the Trust. Proper accounts will be kept by the Principal, 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 Trust to note these funds separately in the Trust accounts. The Trust may request any voluntary funds be held in a bank account for which it has visibility in order for it to ensure compliance with its statutory duties.

4.2.7 The Trust Board also acknowledges that, from time to time, the Academies may seek to generate additional funds by undertaking certain activities, such as: lettings, the provision of sporting and recreational facilities, running a nursery and/or providing childcare, teacher training, providing and supporting ICT and other administrative services. In some cases and particularly where such activities do not fall within the charitable object of the Trust, these may need to be channelled through a trading subsidiary, decisions about which will be made by the Trust Board. Any income generated from such Academy activities and/or gift aided by a trading subsidiary to the Trust in respect of a particular Academy's activities shall be delegated to the Local Governing Body. Such funds will be noted separately in the accounts of the Academy and, like all Academies' funds, will be subject to any reserves policy operated by the Trust Board.

4.2.8 The Local Governing Body shall provide sufficient funds to enable the Trust to place such insurance or risk protection cover as is necessary to protect the Academy from loss and other risks that shall include (but shall not be limited to) the following, such insurance to be placed with a reputable insurance company or through the Education and Skills Funding Agency as directed by the Trust Board:

4.2.8.1 land, buildings and contents;

4.2.8.2 public, employer's and hirer's liability;

4.2.8.3 trustees'/directors' and governors' liability and professional indemnity;

4.2.8.4 personal accident and school journeys;

4.2.8.5 terrorism and business interruption;

4.2.8.6 money and fidelity;

4.2.8.7 legal expenses, libel and slander;

4.2.8.8 engineering.

The Local Governing Body will fulfil any requirements of the Trust Board and will notify the Trust Board (or as directed) as soon as reasonably practicable following the occurrence of an event in respect of which insurance or risk protection cover has been obtained. The Principal is responsible for notifying the insurers or the ESFA (as the case may be). The Executive Team and the Principal will provide each other with all necessary information and assistance as may be needed for the management of any insurance claims or claims for reimbursement from the Education and Skills Funding Agency.

#### 4.3 **Curriculum and Standards**

4.3.1 The Trust Board shall be responsible for setting and reviewing the curriculum priorities for the Academies, but shall have regard to the views of Local Governing Bodies in recognition of the Trust Board's obligation to the Secretary of State to provide a broad and balanced curriculum and to the Diocese in respect of the teaching of RE and more widely.

4.3.2 The Local Governing Body shall be responsible for the standards achieved by an Academy and the pupils attending the Academy. The Local Governing Body will support the Principal in the development and implementation of any action plan or school development plan which is to address any weaknesses and areas for improvement of standards and overall attainment at the Academy, but in so doing shall have regard to any advice and recommendations of the Trust Board and the SDBE, particularly in relation to benchmarking and target setting.

4.3.3 The Local Governing Body will be responsible for the curriculum on a day to day basis and for implementing any strategic plan for the improvement of standards and attainment at the Academy.

4.3.4 The Local Governing Body will develop appropriate links with other local schools or education organisations to promote best practices in learning and development and to facilitate peer to peer review and support. The Local Governing Body may also promote and develop links with local businesses and community organisations which are designed to enrich the school life of pupils and foster citizenship.

#### 4.4 **Personnel**

##### 4.4.1 **Principal/Headteacher**

4.4.1.1 The formal power to appoint the Principal, Vice Principal and other members to the Senior Leadership Team (including: headteacher, deputy headteacher, assistant headteacher, head of school and business

manager, or similar) of each Academy is vested with the Members in accordance with Article 107A. The Trust Board, acting under delegated powers from the Members, must consult the SDBE and the Local Governing Body. Whenever an appointment is to be made, the LGB will establish an appointments sub-committee. The Trust's Chief Executive (or where appropriate, his or her delegate) will form part of the interview panel, which will include an appropriate number of representatives of the Local Governing Body. In addition, and on an advisory basis, a Diocesan Adviser and either an LA advisor or other suitable professional advisor may attend as appropriate. A recommendation will be made to the Trust Board, which will decide whether to follow the recommendation of the appointment sub-committee.

4.4.1.2 The appraisal and performance management of the Principal will be jointly undertaken by the Local Governing Body and the Chief Executive (or where appropriate, his or her delegate) adopting the procedures set out by the Trust Board. Any disciplinary action or capacity review will be undertaken by the Trust Board.

4.4.1.3 The Trust Board may delegate such powers and functions as it considers are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trust Board relating to teaching and learning at the Academy).

##### 4.4.2 **Other Staff**



- 4.4.2.1 The Local Governing Body, through the Principal, shall be responsible for the appointment of all other staff to be employed at the Academy, provided that the Local Governing Body and Principal shall:
- 4.4.2.1.1 implement and comply with all policies dealing with staff issued by the Trust Board;
  - 4.4.2.1.2 take account of any pay terms set by the Trust Board;
  - 4.4.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;
  - 4.4.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;
  - 4.4.2.1.5 manage any claims and disputes with staff members having regard to any advice and recommendations or directions given by the Trust and/or its insurers;
  - 4.4.2.1.6 bring to the attention of the Chief Executive Officer and, if required, the Trust's insurers without delay any claims or disputes with staff that may require a hearing by a panel of members of the Local Governing Body; and
  - 4.4.2.1.7 seek the advice of the Chief Executive Officer, Chief operating Officer or Executive Team where the incurring of significant cost is in contemplation either in relation to the appointment or resignation of a member of staff, including in relation to ill health, retirement or the settlement of any claims or grievances.

- 4.4.2.2 The Principal shall carry out or delegate to appropriate staff the performance management of all staff and shall put in place procedures for the professional and personal development of staff, taking into account any training and support available from or procured by the Trust Board.

#### 4.5 **Admissions and Exclusions**

- 4.5.1 The Local Governing Body shall be responsible for the determination each year and the reviewing from time to time of the Academy's admissions policy, provided that no material change will be made to the admissions criteria without the approval of the Chief Executive Officer, who may refer issues to the Trust Board. The LGB must continue to comply with the terms of the statutory **Admissions Code**. The LGB will undertake consultation as required by the **Admissions Code**, including consultation beforehand with the SDBE.
- 4.5.2 The LGB shall be responsible for the admission of pupils to the Academy in accordance with the policy determined pursuant to 4.5.1.
- 4.5.3 Any decision to expand the Academy (or admit more than 5 pupils over its PAN) must be approved by the Trust Board, which will consider the recommendation of the Local Governing Body.
- 4.5.4 Any appeal in relation to admissions shall be heard by an independent appeal panel established and authorised by the Local Governing Body on behalf of the Trust.

4.5.5 The Local Governing Body shall consider any proposal by the Principal to exclude any pupil (whether for a fixed term or permanently) and will be the appropriate body for any reconsideration of its decision not to reinstate if so required by an independent review panel. Any decision by the academy's head teacher to permanently exclude a pupil (or to put in place a fixed-period exclusion which will result in a pupil having been excluded within that academic year for a period in excess of 45 school days), as well as comply with the DfE's Exclusions Guidance, must, except in exceptional circumstances, be made only following consultation with the CEO and in compliance with any guidance issued by or on behalf the Trust Board including by the CEO on behalf of the Trust Board (either generally or specifically in respect of an exclusion). Where required, the Trust Board will convene the independent review panel.

#### 4.6 Premises

4.6.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body (with management responsibility being delegated to the Principal), which shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of Trust (and/or any others) as owner of such buildings and facilities.

4.6.2 The Local Governing Body shall support the Chief Operations Officer and Executive Team in developing a long term estate management strategy that will identify the suitability of buildings and facilities in light of long

term curriculum needs and the need for and availability of capital investment to meet the Trust's legal responsibility to ensure the buildings and facilities used by each Academy are maintained to a good standard.

4.6.3 Short term lettings and day to day uses of the school buildings and playing fields will be the responsibility of the Local Governing Body, which shall comply with any policy issued from time to time by the Trust Board or the Southwark Diocesan Board of Education.

4.6.4 The responsibility for any significant capital works at the Academy will be that of the Trust Board which must seek the approval of the SDBE and, where the SDBE is not the site trustee, the site trustees.

#### 4.7 Community Activities and Community Engagement

4.7.1 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, will be the responsibility of the Local Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Trust Board 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 Trust's charitable object and any threat to funding provided by the Secretary of State.

4.7.2 The Local Governing Body is responsible for all community engagement and consultation and will acknowledge and reinforce the vision of the Trust in all communications. The Trust acknowledges the importance of



building and maintaining good relations with other local schools and local businesses and organisations.

## 5. SUPERVISION AND INTERVENTION - RISK MANAGEMENT

### 5.1 Supervision and Reporting

5.1.1 Notwithstanding the level of delegated responsibility, the Trustees remain legally responsible for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.

5.1.2 The Local Governing Body (or Principal) will regularly report on its activities and any risks in the operation of the Academy at such times and adopting such format as is specified by the Trust Board. Once per term in every school year (three times), the Chief Executive Officer/Chief Operating Officer will request and the Local Governing Body (or Principal) will provide a **“Risk Management Report”** in a format specified by the Trust Board.

5.1.3 The Local Governing Body is appointed as a sub-committee of the Trust Board and as such has no separate legal status to that of the Trust or the Trust Board. Consequently, any act or omission of the Local Governing Body or any officer of the Trust or the Academy that subsequently leads to prosecution or other litigation will be a liability of the Trustees and any event in an Academy that might lead to public criticism or adverse publicity or damage to the reputation of the Trust will also be concern for

the Trust Board. In any such events, the Chair of the Local Governing Body or the Principal will immediately advise the Chief Executive Officer. These events will include the following (but shall not exclude any other event that falls within the generality of the circumstances described above):

5.1.3.1 any event leading to loss of life or critical injury on the premises of the Academy or during an event off the premises organised or supervised by Academy staff;

5.1.3.2 any sexual or violent or illegal act against a child committed by any adult while on the premises of the Academy or by a member of staff in any circumstances;

5.1.3.3 the suspension or summary dismissal of any member of staff;

5.1.3.4 any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;

5.1.3.5 any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations.

### 5.2 Intervention and Removal of Delegated Responsibility

5.2.1 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Trust Board and the Chief Executive Officer in respect of standards and performance,



particularly where areas of weakness have been identified by the Chief Executive Officer, SDBE, the Department for Education or Ofsted.

5.2.2 In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation. Any Local Governing Body of any Academy which is part of the Trust may be dissolved and an Intervention Board put in place, the details of which are referred to below.

5.2.3 Notwithstanding the above, the Trust Board 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 Trust and the impact this may have on the ability of the Trust Board and/or the Local Governing Body to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Body make the following commitments to each other:

5.2.3.1 to discuss openly any weaknesses or any situation which may in the opinion of either party potentially lead to intervention by the Secretary of State;

5.2.3.2 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;

5.2.3.3 to allow each other the opportunity to effect improvements at the Academy provided such steps do not undermine the collaborative and respectful approach being adopted by each;

5.2.3.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time a transition or improvement board whose responsibility it will be to address the areas of weakness. Appointments to a transition or improvement board will be made by the Trust Board with the approval of the SDBE;

5.2.3.5 in relation to the Trust Board, not to exercise any power to remove a Principal or to attend and vote at any meeting of the Local Governing Body at which the removal of a Principal is to be discussed without first discussing with the Chair of the Local Governing Body the need to ensure that such power is being exercised appropriately and proportionately.

## **6. FUNCTIONING OF THE LOCAL GOVERNING BODIES**

### **6.1 Composition of the Local Governing Body**

6.1.1 A Local Governing Body shall be established for each of the Academies. With the exception of elected parent/staff and ex-officio governors all governors are appointed by the SDBE in accordance with Article 101B(b).

6.1.2 Governors are appointed as follows, such that foundation governors are in a majority of two:

6.1.3 2 governors nominated and appointed by the SDBE;



- 6.1.4 6 governors nominated by the Parochial Church Council of All Saints, Carshalton and appointed by the SDBE;
- 6.1.5 the Rector of the ecclesiastical parish of All Saints, Carshalton; The Archdeacon of Croydon shall be entitled to nominate a foundation governor to act in place of the ex officio foundation governor whose governorship derives from the office named in 6.1.2.3 above, in the event that the ex officio foundation governor is unable or unwilling to act as a foundation governor;
- 6.1.6 the Principal of the Academy;
- 6.1.7 2 parent governors elected or appointed under clause 6.2.4;
- 6.1.8 1 governor nominated by the LA and appointed by the SDBE;
- 6.1.9 1 staff governor appointed under clause 6.2.1;
- 6.1.10 2 co-opted governors nominated by the LGB and appointed by the SDBE.
- 6.1.11 The Trustees (all or any of them) shall also be entitled to attend any meetings of the Local Governing Body but would not be expected to do so except in exceptional circumstances. Any Trustee attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

## 6.2 Appointment of Governors

- 6.2.1 A Local Governing Body shall include 1 person (other than the Principal) who is employed at the Academy who shall be appointed through such process as the Local Governing Body 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.
- 6.2.2 Unless the Local Governing Body directs otherwise, in appointing persons to serve on the Local Governing Body who are employed at the Academy the Local Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of an election and resolution of questions as to whether a person is an eligible candidate shall be determined by the Local Governing Body.
- 6.2.3 The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 6.2.4 The Parent Governors of the Local Governing Body shall be elected by parents or carers of registered pupils at the Academy and must be parents or carers of a pupil at the Academy at the time when they are elected. Any election of Parent Governors which is contested shall be held by secret ballot. Where any vacancy exists after inviting nominations, the Local

Governing Body shall have the power to appoint parents to the Local Governing Body but shall not be obliged to do so.

### 6.3 **Term of office**

6.3.1 The term of office for any Governor shall be 4 years. This time limit shall not apply to the Principal, or any other person who holds the post ex officio, who will serve for as long as he or she remains in office. Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the relevant body. Any Staff Governor who ceases to be employed at the Academy will automatically cease to be a Governor.

### 6.4 **Resignation and Removal of Governors**

6.4.1 A person serving on the Local Governing Body shall cease to hold office if he or she resigns his or her office by notice to the Local Governing Body. Any vacancy on a Local Governing Body will trigger an appropriate election or right of appointment. The Chair of the Local Governing Body shall ensure that any vacancies and appointments are notified to The Southwark Diocesan Board of Education and the Education and Skills Funding Agency as required by the Funding Agreement.

6.4.2 A person serving on the Local Governing Body shall cease to hold office if he or she is removed by the person or persons who appointed him or her (i.e. the Southwark Diocesan Board of Education) or in exceptional circumstances by the Trust Board. Whilst acknowledging that no reasons

need to be given for the removal by the Trust Board of a person who serves on the Local Governing Body, any failure to uphold the values of the Trust and/or the Academy or to act in a way which is inappropriate in light of this Scheme of Delegation will be taken into account. The removal of a Parent or Staff Governor will be undertaken by the Trust only in exceptional circumstances.

6.4.3 If any person who serves on the Local Governing Body in his or her capacity as an employee ceases to be employed and/or 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.

6.4.4 Where a person who serves on the Local Governing Body 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 give written notice thereof to the Chair of the Local Governing Body.

### 6.5 **Disqualification of Governors**

6.5.1 No person shall be qualified to serve on the Local Governing Body unless he or she is aged 18 or over at the date of his or her election or appointment. No current pupil of any Academy shall be entitled to serve on the Local Governing Body.



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

6.5.3 A person serving on the Local Governing Body shall cease to hold office if he or she is absent without the permission of the Chair 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. A Governor may be suspended from office at the discretion of the Local Governing Body or the Trust Board.

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

6.5.4.1 his or her estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or

6.5.4.2 he or she is the subject of a bankruptcy restrictions order or an interim order.

6.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when he or 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).

6.5.6 A person serving on the Local Governing Body shall cease to hold office if he or she would cease to be a Trustee by virtue of any provision in the

Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

6.5.7 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.

6.5.8 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.

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

## 6.6 Appointment of the Chair and Vice-Chair and Clerk

6.6.1 The members of the Local Governing Body shall each school year, at their first meeting in that year, subject to the approval of the Chief Executive Officer, elect a Chair and a Vice-Chair for a term of one year. Either the chair or vice-chair must be a foundation governor. No person who is employed by the Trust to work at any of the Academies may be elected to either office.

6.6.2 The role of the Chair of the Local Governing Body is important. The Chair is elected by the Governors annually, but because of the vital link and the importance of maintaining a strong and effective relationship between the Local Governing Body and the Trust Board, the appointment following election is subject to the approval of the Chief Executive Officer, on behalf of the Trust Board and subject to any further requirements of the SDBE. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by Governors seriously.

6.6.3 The Chair's specific duties are to:

6.6.3.1 provide a clear lead and direction for the Governors, understanding the aims of the Academy, the roles played by all those involved and the vision of the Trust in relation to its Academies;

6.6.3.2 build an effective team, attracting Governors with necessary skills and experience promoting equality and diversity and ensuring priority is given to those who can make a positive contribution to driving school

improvement and supporting their development to maximise the benefit of their contribution;

6.6.3.3 work closely with the Principal and the Chief Executive Officer and the Executive Team to ensure there is proper challenge and encouragement;

6.6.3.4 ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;

6.6.3.5 to act on behalf of LGB where the circumstances are that a delay in exercising a function of the LGB would be likely to be seriously detrimental to the interests of the school, any pupil at the school (or their parent), or a person who works at the school, the chair (or vice-chair when the chair is unable to do so by reasons of vacancy in the office or otherwise), subject to the approval of the Chief Executive Officer/Chief Operating Officer.

6.6.3.6 hold Governors to account, ensuring the business of the Local Governing Body is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.

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

6.6.4.1 he or she ceases to serve on the Local Governing Body;

6.6.4.2 he or she is employed by the Trust whether or not at the Academy;



- 6.6.4.3 he or she is removed from office in accordance with this Scheme of Delegation; or
- 6.6.4.4 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 the Chair.
- 6.6.5 Where by reason of any of the matters referred to in paragraph 6.6.4, 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.
- 6.6.6 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.
- 6.6.7 Where in the circumstances referred to in paragraph 6.6.6. 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.
- 6.6.8 The clerk to the Local Governing Body shall act as chair during that part of any meeting at which the Chair is elected.
- 6.6.9 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.6.10 The LGB shall appoint a clerk.

- 6.6.11 The Chair or Vice-Chair may be removed from office by the Trust Board at any time.
- 6.6.12 The term of office for Chair of Governors is 4 years. Should a chair wish to serve for another term, this should be proposed by the governing body to the CEO/COO for approval. There is no automatic reappointment and in most cases we would encourage a change of Chair each term to ensure ongoing succession throughout the LGB.
- 6.6.13 Where a governor does not engage with the Trust and/or their officers, the Trust will make every effort to improve the working relationship and improve engagement. The Trust reserves the right to remove any governor who does not uphold the vision, value and collegiate ethos of the Trust.
- 6.7 **Committees and Further Delegation**
- 6.7.1 Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee or working group to advise and inform the Governors to support them in their decision making.
- 6.7.2 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, any committee, the Principal or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Trust Board may impose and may be revoked or altered by the Trust Board. The terms of

reference for any sub-committee of the Local Governing Body shall be consistent with any policy or statement of recommended practice issued from time to time by the Trust Board.

6.7.3 Where any power or function of the Trust Board or the Local Governing Body is exercised by any subcommittee or member of the Local Governing Body, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

## 6.8 Meetings

6.8.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book (electronic or otherwise) 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 meeting by the person acting as chair thereof. The minutes shall include a record of:

6.8.1.1 all appointments of officers made by the Local Governing Body; and

6.8.1.2 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.

6.8.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Body (and subcommittees) shall be provided to the Trust's Executive Team within 14 days of those minutes being approved.

6.8.3 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit, provided at all times that there is openness and transparency in matters relating to the Local Governing Body. In its first year, the Local Governing Body is expected to meet at least 6 times, after which it must meet at least once a term but may meet more often if felt appropriate or if requested by the Trust Board.

6.8.4 Meetings of the Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his or her functions under this Scheme of Delegation the clerk shall comply with any direction:

6.8.4.1 given by the Local Governing Body; or

6.8.4.2 given by the Chair or, in his or her absence or where there is a vacancy in the office of chair, the Vice-Chair.

6.8.5 Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

6.8.6 The Clerk shall ensure that each Governor and the Trust's Executive Team shall be given, at least seven clear days before the date of a meeting:

6.8.6.1 notice at the email and/or postal address provided by each Governor; and

6.8.6.2 a copy of the agenda and papers for the meeting;

provided that where 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 notice of a meeting, and the copy of the agenda thereof, are given within such shorter period as he or she directs.

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

6.8.8 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.

6.8.9 A meeting of the Local Governing Body shall be terminated forthwith if:

6.8.9.1 the Governors so resolve; or

6.8.9.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.9.

6.8.10 Where in accordance with paragraph 6.8.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.8.11 Where the Local Governing Body resolves in accordance with paragraph 6.8.10 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 it shall direct the clerk to convene a meeting accordingly.

## 6.9 **Quorum and other provisions relating to meetings**

6.9.1 Subject to paragraph 6.9.3, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be half the current membership of the LGB excluding any vacancies.

6.9.2 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.



- 6.9.3 The quorum for the purposes of:
- 6.9.3.1 appointing a parent member;
- 6.9.3.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
- 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.
- 6.9.4 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 Governor shall have one vote.
- 6.9.5 Subject to paragraphs 6.9.6 – 6.9.8, where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.
- 6.9.6 The proceedings of the Local Governing Body shall not be invalidated by:
- 6.9.6.1 any vacancy on the board; or
- 6.9.6.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 6.9.7 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body duly

convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the member 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 Governor will use.

- 6.9.8 Subject to paragraph 6.9.9, the Local Governing Body shall ensure that a copy of:
- 6.9.8.1 the agenda for every meeting of the Local Governing Body;
- 6.9.8.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
- 6.9.8.3 the signed minutes of every such meeting; and
- 6.9.8.4 any report, document or other paper considered at any such meeting, are, within 14 days, made available at the Academy to persons wishing to inspect them.
- 6.9.9 There may be excluded from any item required to be made available in pursuance of paragraph 6.9.8 any material relating to:
- 6.9.9.1 a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;

- 6.9.9.2 a named pupil at, or candidate for admission to, the Academy; and
- 6.9.9.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.9.10 In exceptional circumstances and with the approval of the LGB, any Governor shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
  - 6.9.10.1 he or she has given a request to do so to the clerk 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 would be taking part at the time of the meeting at least 48 hours before the meeting; and
  - 6.9.10.2 the Local Governing Body has access to the appropriate equipment; and
 if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

6.10 **Notices**

- 6.10.1 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 this Scheme of Delegation, “address” in relation to

electronic communications, includes a number or address used for the purposes of such communications.

- 6.10.2 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 Governor. A member whose registered address is not in 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.
- 6.10.3 A Governor present 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.
- 6.10.4 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.

