

The Companies Act 2006

A Company Limited by Guarantee

Scheme of Delegation

of

South Cumbria
Multi-Academy Trust

Company Number: 13414087

(Adopted by way of special resolution dated 10/06/21)

South Cumbria Multi-Academy Trust

Scheme of Delegation

Effective date: 21 May 2021

1. Introduction

- 1.1 This scheme of delegation (the “**Scheme**”) has been put in place from the Effective Date pursuant to the Company's Articles of Association (the “**Articles**”) and may be altered, added to or revoked by the Trustees or the Members of the Company in accordance with the Articles.
- 1.2 In this Scheme, unless the context requires otherwise, the definitions and rules of interpretation set out in the Articles shall apply.
- 1.3 In this Scheme the words “shall” and “must” are used to indicate something that is mandatory and will usually reflect a specific legal, regulatory or other mandatory requirement.
- 1.4 No provision of this Scheme shall be inconsistent with or shall affect or repeal anything contained in the Articles or the law. In the event of any conflict between any provision of this Scheme and the Articles, the Articles shall prevail.
- 1.5 Subject to the Articles and this Scheme, in the event of any ambiguity in relation to the terms of the Scheme the Trustees shall have the power to rule on the interpretation of this Scheme.

2. Background

- 2.1 As a charity and company limited by guarantee, South Cumbria Multi-Academy Trust (Company) is governed by a board of Trustees (Trustees), who are legally responsible for, and oversee, the management and administration of the Company and the academies run by the Company. [Name of the Academy/School] (Academy) is one of the Company's academies.
- 2.2 The Company and the Trustees are accountable to external government agencies including (but not limited to) the Charity Commission, the Education and Skills Funding Agency and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 2.3 In order to assist the Trustees in the discharge of their responsibilities, the Trustees have established a Local Governing Body (Local Governing Body) at the Academy pursuant to the Articles and clause 1.23 of the master funding agreement entered into between the Company and the Secretary of State governing the funding of the Company (Master Funding Agreement).
- 2.4 The Trustees have resolved to delegate certain of its powers in respect of the Academy to ensure the good governance of the Academy at a local level.

- 2.5 This Scheme explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Trustees and the members of the Local Governing Body and the commitments to each other to ensure the success of the Academy.

3. Objects, Ethos and Mission Statement

- 3.1 The Objects of the Company are set out in Article 4 and are as follows:

3.1.1 to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum (“the mainstream Academies”) or educational institutions which are Head Teacherly concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them (“the alternative provision Academies”) or 16 to 19 Academies offering a curriculum appropriate to the needs of its students (“the 16 to 19 Academies”) or schools specially organised to make special educational provision for pupils with Special Educational Needs (“the Special Academies”)

- 3.2 In accordance with the Company's Objects, the Company's mission is as follows: To inspire young people and change lives through education and training.

- 3.3 The Academy will seek to ensure that it develops and maintains strong relationships with Furness College, the other academies in the Trust, as well as other schools, agencies and businesses in the local community.

4. Trustees' Powers and Responsibilities

- 4.1 The Trustees have overall legal responsibility and ultimate decision making authority for all the work and activities of the Company, including the establishing and running of schools and in particular the Academy. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Trustees have the power to direct change where required in accordance with the Company's Articles.

- 4.2 The Trustees have a statutory obligation as company Trustees to promote the success of the Company. In their capacity as charity trustees the Trustees also have a duty to further the Company's Objects.

- 4.3 Trustees shall have regard to the interests of the Academy and the other academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.

- 4.4 Article 100 provides for the appointment by the Trustees of committees to whom the Trustees may delegate certain of the functions of the Trustees. In further recognition of the Trustees, power to delegate under Articles 105, 105A and 106, certain aspects of responsibility for the running of the Academy as set out in this Scheme, shall be delegated to the committee established by this Scheme and which shall be known as the Local Governing Body of the Academy, from the Effective Date.

- 4.5 The constitution, membership and proceedings of the Local Governing Body are determined by the Trustees in accordance with the Articles.

- 4.6 This Scheme sets out the scope of 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 in furtherance of the Company's Objects.

- 4.7 The Trustees shall retain authority and responsibility for the following:
- 4.7.1 compliance with the provisions of the funding agreements with the Secretary of State;
 - 4.7.2 agreement of the Academy's annual funding;
 - 4.7.3 those items as detailed in Appendix 2.

5. Constitution of the Local Governing Body

5.1 Members of the Local Governing Body

- 5.1.1 The number of people who shall sit on the Local Governing Body shall be not less than three but shall have a maximum of fifteen, unless in exceptional circumstances, the Trustees determine otherwise.
- 5.1.2 The members of the Local Governing Body shall be known as Local Governors.
- 5.1.3 The constitution of the Local Governing Body will be in accordance with Appendix 3. A different constitution may be adopted at any time by the Trustees.
- 5.1.4 The Trustees (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, provided that a majority of members shall not be Trustees.

5.2 Appointment of Members of the Local Governing Body

Community members

- 5.2.1 The practical arrangements of the election of members of the Local Governing Body shall be the responsibility of the Local Governing Body but nobody shall become a member of the Local Governing Body until appointed by the Trustees.
- 5.2.2 The Trustees may appoint persons who are representatives of the local community to serve as community members on the Local Governing Body, having regard to any recommendations and views of the Local Governing Body in relation to ensuring that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning.

Staff members

- 5.2.3 The Trustees 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 Head Teacher) 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 staff) may be taken into account when considering appointments.
- 5.2.4 Unless the Trustees agree otherwise, in the election of 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 Head Teacher) 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.

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

Parent members

- 5.2.6 The parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and they must be a parent of a pupil at the Academy at the time when he or she is elected. For the purpose of this document “parent” shall be interpreted in accordance with section 576(1) of the Education Act 1996.

- 5.2.7 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.

- 5.2.8 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, that is to say, by having his ballot paper returned to the Academy by a registered pupil at the Academy.

- 5.2.9 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 is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

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

- 5.2.11 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 5.2.10 above, the Trustees 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.

5.3 Co-opted Members of the Local Governing Body

- 5.3.1 The Trustees resolve that the Local Governing Body may itself co-opt up to 2 persons to serve on the Local Governing Body.

- 5.3.2 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 Head Teacher).

5.4 Term of Office

- 5.4.1 The term of office for any person serving on the Local Governing Body shall be 4 years save that:

- 5.4.1.1 this time limit shall not apply to the Head Teacher.

- 5.4.2 Subject to remaining eligible to be a particular type of member on the Local Governing Body and to clause 5.4.3 below, any person may be re-appointed or re-elected (including being co-opted again) to the Local Governing Body.
- 5.4.3 No person may be reappointed or re-elected at the end of his term after serving on the Local Governing Body for 8 years or more consecutively unless in the circumstances the Trustees decide to disapply the restriction set out in this clause 5.4.3.

5.5 Suspension

- 5.5.1 The board of Trustees may by resolution passed at a meeting of the Trustees suspend a Local Governor for all or any meetings of the Local Governing Body, or of a sub- committee, for a fixed period of up to 6 months where the Local Governor has acted in a way that is inconsistent with the professional ethos of the board of Local Governing Body (which shall include a failure to undertake training appropriate to their role, whether or not directed to do so by the board of Trustees/Local Governing Body) and has brought or is likely to bring the Academy Trust, any of its Academies or the office of the Local Governor into disrepute.
- 5.5.2 A resolution to suspend a Local Governor from office does not have effect unless the matter is specified as an item of business on the agenda for the meeting.
- 5.5.3 Before a vote is taken on a resolution to suspend a Local Governor, the Trustee proposing the resolution must at the meeting state the reasons for doing so. In addition the Local Governor who is the subject of the resolution must be given the opportunity to make a statement in response before withdrawing from the meeting.
- 5.5.4 Nothing in clauses 5.5.1 – 5.5.3 may be read as affecting the right of a Local Governor who has been suspended to receive notices of, and agendas and reports or other papers for, meetings of the Local Governing Body during the period of their suspension.
- 5.5.5. A Local Governor may not be disqualified from continuing to hold office for failure to attend any meeting of the Local Governing Body under clause 6.1.6 while suspended under clause 5.5.1.

6. Resignation and Removal from Office

- 6.1.1 A person serving on the Local Governing Body shall cease to hold office if he resigns his office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 6.1.2 A person serving on the Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed him except in the case of parent members. 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 will be taken into account.
- 6.1.3 A person may also be removed by the Trustees but only after the Trustees have given due regard to any representations by the Local Governing Body.
- 6.1.4 If any person who serves on the Local Governing Body in his capacity as an employee at the Academy ceases to work at the Academy, he shall be

deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his work at the Academy.

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

6.1.6 A person serving on the Local Governing Body shall cease to hold office if he is absent without the permission of the chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his or her office be vacated.

6.2 Disqualification of Members of the Local Governing Body

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

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

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

6.2.3.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

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

6.2.4 A person shall be disqualified from serving on the Local Governing Body at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Trustees Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

6.2.5 A person serving on the Local Governing Body shall cease to hold office if he would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or would be disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011.

6.2.6 A person serving on the Local Governing Body shall cease to hold office if he is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of a charity.

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

6.2.8 A person shall be disqualified from serving on the Local Governing Body at any time when he is:

6.2.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or

- 6.2.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- 6.2.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 6.2.9 A person shall be disqualified from serving on the Local Governing Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 6.2.10 A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 6.2.11 A person serving on the Local Governing Body shall cease to hold office if the Secretary of State determines that he is an unsuitable person to be involved in the management of an Academy and directs that he resign or be removed as a member of the Local Governing Body.
- 6.2.12 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the chair of the Local Governing Body a disclosure and barring service certificate (previously known as 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.
- 6.2.13 Where, by virtue of this Scheme, a person becomes disqualified from serving on the Local Governing Body; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Local Governing Body, who shall inform the Trustees.
- 6.2.14 This clause 6.2 and paragraph 2 of the Appendix 1 shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body itself.

7. Delegated Powers

7.1 General Provisions

- 7.1.1 Subject to provisions of the Companies Act 2006, the Articles, any directions given by the Members of the Company by special resolution and any directions given by the Trustees, the management of the business of the Academy shall be delegated by the Trustees 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, more particularly in the table at Appendix 2.
- 7.1.2 No alteration of the Articles and no direction given by the Members of the Trustees 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.

7.1.3 In general terms, the responsibility of the Trustees 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 Trustees are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Trustees under this Scheme, the responsibility for such matter will be that of the Local Governing Body.

7.1.4 Except as provided for in this Scheme, 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:

7.1.4.1 to expend certain funds of the Company as permitted by clause 7.3 below in such manner as the Local Governing Body shall consider most beneficial for the achievement of the Objects in so far as it relates to the Academy; and

7.1.4.2 (subject to clause 7.3.2 below) to enter into contracts on behalf of the Company in so far as they relate to the Academy.

7.1.5 In the exercise of its powers and functions, the Local Governing Body shall consider any advice given by the Head Teacher and any other executive officer as well as the Trustees.

7.1.6 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 Trustees and the Local Governing Body.

7.2 Ethos and Values

7.2.1 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 3 above, the determination of the Academy's ethos and mission statement shall be the responsibility of the Trustees.

7.2.2 At all times the Trustees and the Local Governing Body shall ensure that the Academy is conducted in accordance with the Objects of the Company, and any agreement entered into with the Secretary of State for the funding of the Academy.

7.3 Finance

7.3.1 In acknowledgement of the receipt by the Trustees of funds in relation to the Academy:

7.3.1.1 provided by the Secretary of State;

7.3.1.2 donated to the Company; and

7.3.1.3 generated from the activities of the Company; the Trustees delegate to the Local Governing Body the responsibility to manage and expend monies received on account of the Academy for the purposes of the Academy at such amount to be determined each year by the Trustees acting reasonably.

- 7.3.2 Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 7.1.4 above, the Local Governing Body shall first obtain the written consent of the Trustees to any contracts or expenditure for any single matter above £25,000.
- 7.3.3 The accounts of the Company shall be the responsibility of the Trustees but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Trustees shall reasonably require. Without prejudice to the above, the Local Governing Body shall provide termly management accounts to the Trustees.
- 7.3.4 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Trustees and the Secretary of State.
- 7.3.5 The Local Governing Body shall inform the Trustees of any need for significant unplanned expenditure and will discuss with the Trustees (and others as the Trustees shall require) options for identifying available funding.
- 7.3.6 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.

7.4 Premises

- 7.4.1 Subject to and without prejudice to clauses 7.4.2 to 7.4.4 below, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Company (and/or any others) as owners of such buildings and facilities.
- 7.4.2 The Local Governing Body shall in conjunction with the Trustees 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.
- 7.4.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trustees. This shall include (without limitation):
 - 7.4.3.1 any conveyance or transfer of land;
 - 7.4.3.2 any grant of lease, easement, right of way, wayleave or any other proprietary interest or any surrender of such rights.
- 7.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Trustees who shall recover the cost from the budget delegated to the Local Governing Body.

7.5 Resources

7.5.1 Head Teacher

- 7.5.1.1 The Trustees shall appoint the Head Teacher and Deputy Head Teacher(s) in consultation with the Local Governing Body. The Local Governing Body may delegate such of its powers and

functions under this Scheme as it considers are required by the Head Teacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trustees and the Local Governing Body and for the direction of the teaching and curriculum at the Academy).

7.5.2 Other Staff

7.5.2.1 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:

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

7.5.2.1.2 take account of any pay terms set by the Trustees;

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

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

7.5.2.1.5 the Local Governing Body shall carry out the performance management of all staff at the Academy except for the Head Teacher/Head Teacher and shall put in place procedures for the proper professional and personal development of staff. The Local Governing Body shall liaise with the Trustees in relation to the performance management of the Head Teacher.

7.6 Curriculum and Standards

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

7.6.2 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, recommendations and directions of the Trustees as they might issue from time to time.

7.6.3 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 Trustees.

7.6.4 Any decision to expand the Academy shall be that of the Trustees but who shall have regard to the views of the Local Governing Body.

7.7 Extended Schools and Business Activities

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

7.8 Regulatory Matters

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

8. Operational Matters

- 8.1 The Local Governing Body shall comply with the obligations set out in the Appendix 1 which deals with the day to day operation of the Local Governing Body.
- 8.2 The Local Governing Body shall adopt and comply with all policies of the Trustees communicated to the Local Governing Body from time to time.
- 8.3 The Trustees and all members of the Local Governing Body each have a legal 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.
- 8.4 The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees 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.
- 8.5 The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.
- 8.6 The Local Governing Body shall submit to any inspections by the Trustees and any inspections pursuant to section 48 of the Education Act 2005.
- 8.7 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Trustees (acting directly or through the Chief Executive Officer) in the event that intervention is either threatened or is carried out by the Secretary of State and the Trustees expressly reserve their unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme in such circumstances.
- 8.8 The Local Governing Body acknowledges that the Trustees have legal responsibility for the management of the Company including the running of the Academy. Furthermore, the Local Governing Body acknowledges that its powers are limited to those delegated by the Trustees under the Scheme and are revocable by the Trustees at any time.

9. Annual Review

- 9.1 This Scheme shall operate from the Effective Date in respect of the Academy. The Trustees will have the absolute discretion to review this Scheme but shall do so at least on an annual basis.
- 9.2 In considering any material changes to this Scheme or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Local Governing Body.

Appendix 1

Functioning of the Local Governing Body

1. Chair and Vice Chair of the Local Governing Body

- 1.1 The members of the Local Governing Body shall each school year at their first meeting in that year 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 1.3 below.
- 1.2 Subject to paragraph 1.3 below, the chair or vice-chair shall hold office as such until his successor has been elected in accordance with this paragraph 1.
- 1.3 The chair or vice-chair may at any time resign his office by giving notice in writing to the Local Governing Body. The chair or vice-chair shall cease to hold office if:
 - 1.3.1 he ceases to serve on the Local Governing Body;
 - 1.3.2 he is employed by the Company (whether or not at the Academy);
 - 1.3.3 he is removed from office by the Trustees or otherwise in accordance with this Scheme; or
 - 1.3.4 in the case of the vice-chair, he is elected in accordance with this Scheme to fill a vacancy in the office of chair.
- 1.4 Where by reason of any of the matters referred to in paragraph 1.3 above, 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.
- 1.5 Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting.
- 1.6 Where in the circumstances referred to in paragraph 1.5 above 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 Trustee.
- 1.7 The Clerk shall act as chair during that part of any meeting at which the chair is elected.
- 1.8 Any election of the chair or vice-chair which is contested shall be held by secret ballot.
- 1.9 The Trustees may remove the chair or vice-chair from office at any time in accordance with the Articles. The chair or vice-chair may only be removed from office by the Local Governing Body in accordance with this Scheme.
- 1.10 A resolution to remove the chair or vice-chair from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
 - 1.10.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and
 - 1.10.2 the matter of the chair's or vice-chair's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.11 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chair or vice-chair from office, the person or persons proposing his removal shall at that meeting state their

reasons for doing so and the chair or vice-chair shall be given an opportunity to make a statement in response.

2. Conflicts of Interest

- 2.1 Any member of the Local Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest) and shall have no vote on the matter in question and shall not be counted in the quorum in relation to such vote.
- 2.2 For the purpose of paragraph 2.1 above, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the articles, the Articles shall prevail.
- 2.4 Any disagreement in relation to conflicts of interest between the members of the Local Governing Body and the Head Teacher or any sub-committee of the Local Governing Body shall be referred to the Trustees for their determination.

3. Minutes

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
 - 3.1.1 all appointments of officers made by the Local Governing Body; and
 - 3.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.
- 3.2 The chair shall ensure that copies of minutes of all meeting of the Local Governing Body (and such of the sub-committees as the Trustees shall from time to time notify) shall be provided to the Trustees as soon as reasonably practicable after those minutes are approved.

4. Sub-Committees

- 4.1 Subject to this Scheme, the Local Governing Body may establish any sub-committee, but any powers delegated to the Local Governing Body in accordance with this Scheme cannot be delegated to such sub-committee without the prior approval of the Trustees. Therefore, any sub-committee established without such approval, shall be advisory only. The Trustees may constitute further sub-committees as they deem necessary. 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 Trustees. The establishment, terms of reference, constitution and membership of any sub-committee shall be reviewed at least once in every twelve months.
- 4.2 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 Trustees. The Local Governing Body may determine that some or all of the members of a sub-committee who are not Trustees 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 Trustees or who serve on the Local Governing Body.

5. Delegation

- 5.1 Subject to 4.1 above, the Local Governing Body may further delegate to any person serving on the Local Governing Body, a sub-committee, the Head Teacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Trustees or the Local Governing Body may impose and may be revoked or altered.
- 5.2 Where any power or function of the Trustees or the Local Governing Body is exercised, by any sub-committee, any Trustee or member of the Local Governing Body, the Head Teacher 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.

6. Meetings of the Local Governing Body

- 6.1 Subject to the Articles and this Scheme, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.
- 6.2 The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body. In exercising his functions under this Scheme, the Clerk shall comply with any direction:
 - 6.2.1 given by the Trustees or the Local Governing Body; or
 - 6.2.2 given by the chair of the Local Governing Body or, in his 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 paragraph 6.2.1 above.
- 6.3 Any three members of the Local Governing Body may, by notice in writing given to the Clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
- 6.4 Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:
 - 6.4.1 notice in writing thereof, signed by the Clerk, and sent to each member of the Local Governing Body at the address provided by each member from time to time; and
 - 6.4.2 a copy of the agenda for the meeting; provided that where the chair or, in his absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.1 the members of the Local Governing Body so resolve; or
 - 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10 below, subject to paragraph 6.12 below.
- 6.8 Where, in accordance with paragraph 6.7 above, a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 above to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12 below, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.
- 6.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.12 The quorum for the purposes of:
- 6.12.1 appointing a parent member;
 - 6.12.2 any vote on the removal of a person in accordance with this Scheme;
 - 6.12.3 any vote on the removal of the chair of the Local Governing Body by 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 including a Trustee.
- 6.13 Subject to this Scheme, 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. Subject to paragraph 6.14 below, every member of the Local Governing Body shall have one vote.
- 6.14 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 may have.
- 6.15 The proceedings of the Local Governing Body shall not be invalidated by:
- 6.15.1 any vacancy on the board; or

- 6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 6.16 A resolution in writing, signed by all the persons entitled to vote on the matter in question at a meeting of the Local Governing Body or of a sub-committee 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.
- 6.17 Subject to paragraph 6.18 below, the Local Governing Body shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Local Governing Body;
 - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
 - 6.17.3 the signed minutes of every such meeting; and
 - 6.17.4 any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17 above, any material relating to:
- 6.18.1 a named Teacher or other person employed, or proposed to be employed, at the Academy;
 - 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.19 Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
- 6.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.19.2 the Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

7. Notices

- 7.1 Any notice to be given to or by any person pursuant to this Scheme (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 "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

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

8. Indemnity

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 in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.