

Scheme of Delegation for Willow Tree Academy Trust (the "Company")**Effective Date: 21st October 2015****1. Introduction**

- 1.1. As a charity and company limited by guarantee, the Company is governed by a Board of Directors (the "Directors") who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. This Scheme of Delegation applies to all academies run by the Company.
- 1.2. The Directors are accountable to external government agencies including the Charity Commission, Education Funding Agency and the Department for Education (including any successor bodies) for the quality of education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3. In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on committees (the "Local Governing Bodies") which are established to ensure the good governance of the individual academies. The Local Governing Bodies are committees established by the Directors and are at all times subject to any directions the Directors may give. The terms of this delegation may be altered, suspended or withdrawn by the Directors at any time.
- 1.4. This Scheme of Delegation explain the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academies, the respective roles and responsibilities of the Directors and members of the Local Governing Bodies and the commitment to each other to ensure the success of each academy.
- 1.5. It is intended that a Local Governing Body shall be established for each Academy. For the avoidance of doubt a Local Governing Body may be delegated responsibility for more than one academy and different delegations may be made in respect of different Local Governing Bodies.
- 1.6. Certain decisions and actions in respect of the Company and the Academies are reserved to the Directors. In general terms responsibility for the strategy, management and operations for each academy will be delegated to its Local Governing Body.
- 1.7. This Scheme of Delegation has been put in place by the Directors from the Effective Date stated above in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. Ethos and Trust Commitment

- 2.1. The Commitment of the Company is to ensure the highest standard of education for all children attending the schools within the Willow Tree multi-academy trust and in those other schools with which the Academy is working to support.
- 2.2. Each academy will have its own mission/vision consistent with the Commitment.

- 2.3. Academies within the Company will work with each other in a co-operative and supportive manner, sharing expertise and specialisms. Academies within the Company will engage with other local schools and partners in order to ensure quality provision for children and families within a community.

3. Directors' powers and responsibilities

- 3.1. The board of Directors, their powers and administration of their meetings and affairs is established in the Articles
- 3.2. The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools. This is largely exercised through strategic planning and the setting of budgets and policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.
- 3.3. The Directors have a duty to act in accordance with the Company's objects as set out in Article 4.
- 3.4. Directors will have regard to the interests of all academies for which the Company is responsible in deciding and implementing any policy or exercising authority in respect of any one Academy.
- 3.5. Article 101 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of Directors. In further recognition of the Directors power to delegate under Articles 102 and 105, responsibility for running each academy will be delegated to the committee established pursuant to this Scheme of Delegation.
- 3.6. The constitution, membership and proceedings of each Local Governing Body is determined by the Directors and this Scheme of Delegation expresses such matters, acknowledging the authority delegated to the Local Governing Bodies in order to enable the Local Governing Bodies to run the Academies and fulfil the Trust's Commitment and each Academy's vision/mission.

4. Constitution of the Local Governing Bodies

4.1. Members of the Local Governing Bodies

- 4.1.1. Each Local Governing Body shall have a minimum of [three] members, comprising:
- 4.1.1.1. members appointed under clause 4.2.1 (no maximum);
 - 4.1.1.2. up to 2 staff members, appointed under clause 4.2.3;
 - 4.1.1.3. the Executive Headteacher(CEO) of the Academy
 - 4.1.1.4. up to 3 parent/carers governors elected or appointed under clause 4.2.6;
 - 4.1.1.5. any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the "Secretary of State") pursuant to clause 102c) of the Master Funding Agreement entered into between the Company and the Secretary of State; and
 - 4.1.1.6. the Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and to attend any meetings of the Local Governing Body.

Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

- 4.1.2. All persons appointed or elected to any Local Governing Body shall give a written declaration of eligibility and good conduct in such form as may be set by the Directors.

4.2. Appointment of members of the Local Governing Body

- 4.2.1. The Directors may appoint members of the Local Governing Body for each academy. In making any appointment the Directors shall have regard to (but need not follow) any views of the Local Governing Body with a view to ensuring that the people serving on the Local Governing Body between them are representative of the community the Academy serves, have an appropriate range of skills and experience and due attention is given to succession planning.
- 4.2.2. The Local Governing Body may appoint persons who are employed in the Academy to serve on the Local Governing Body through such process as they determine, provided that the total number of persons employed by the Company (including the Executive Headteacher(CEO)) on the Local Governing Body does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 4.2.3. Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body who are employed at the Academy the Local Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Executive Headteacher(CEO)) and, where there are contested posts, may hold an election by 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 may be determined by the Local Governing Body.
- 4.2.4. The Executive Headteacher(CEO) shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.2.5. Subject to clause 4.2.8, the parent/carers members of the Local Governing Body shall be elected by parents/carers of registered pupils at the Academy and he or she must be a parent or carer of a pupil at the Academy at the time when he or she is elected. The Local Governing Body shall confirm the outcome of an election and appoint the individual elected provided the individual is eligible to act.
- 4.2.6. The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent/carers members of the Local Governing Body, including any question of whether a person is a parent or carer of a registered pupil at the Academy. Any election of persons who are to be the parent/carers members of the Local Governing Body which is contested shall be held by secret ballot.
- 4.2.7. The arrangements made for the election of the parent/carers members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a pupil registered at the academy.

- 4.2.8. Where a vacancy for a parent/carers 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 known to them to be a parent or carer of a registered pupils 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.
- 4.2.9. The number of parent/carers members of the Local Governing Body required shall be made up by persons appointed by the Local Governing Body if the number of parents/carers standing for election is less or equal to the number of vacancies.
- 4.2.10. In appointing a person to be a parent/carers member of the Governing Body, the Local Governing Body shall appoint a person who is the parent/carers of a registered pupil(s) at the Academy; or where it is not reasonably practical to do so, a person who is the parent/carers of a child of compulsory school age.

4.3. Term of office

- 4.3.1. Subject to paragraph 4, the term of office for any person serving on the Local Governing Body shall be four years, save that this time limit shall not apply to the Executive Headteacher(CEO). Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected to the Local Governing Body.

4.4. Resignation and removal

- 4.4.1. A person serving on the Local Governing Body shall cease to hold office if:
 - 4.4.1.1. the Directors remove him/her at any time
 - 4.4.1.2. he/she resigns their office by notice to the Local Governing Body or the Academy Trust (but only if at least three persons will remain in office when the notice of resignation is to take effect).
 - 4.4.1.3. he/she is removed by a two thirds majority of the members of the Local Governing Body present and voting at a meeting or in writing, the grounds for removal shall include but not be limited to incompetence, misconduct or bringing the Academy or Company into disrepute.
 - 4.4.1.4. he/she is removed by the person or persons who appointed him/she. This clause does not apply in respect of a person who is serving as a parent/carers member on the Local Governing Body.
 - 4.4.1.5. being an employee of the Company he/she ceases to be so employed, in which case he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his/her employment.
- 4.4.2. Where any employee of the Company who is a member of the Local Governing Body is suspended from duties (however that may arise) then that employee shall also be suspended from membership of the Local Governing Body and shall not count as a member of the Local Governing Body for the purposes of quorum or otherwise during such period of suspension.

- 4.4.3. Where a person who serves on the Local Governing Body is removed from office those removing him shall give written notice thereof to the Local Governing Body who shall inform the Directors.

4.5. Disqualification of members of the Local Governing Body

- 4.5.1. The same eligibility requirements as apply to Directors shall apply to members of the Local Governing Body and any subcommittee of the Local Governing Body. No person shall be qualified to serve on the Local Governing Body if he/she is not eligible to be a Director of the Company and any member of the Local Governing Body who shall cease to be eligible shall be deemed to have resigned with immediate effect.

4.5.2. This includes:

- 4.5.2.1. if he/she becomes incapable by reason of mental disorder, illness or injury or managing or administering his/her own affairs.
- 4.5.2.2. if he/she is absent without the permission of the chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of three months and the Local Governing Body resolves that his office be vacated.
- 4.5.2.3. if his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- 4.5.2.4. if he/she is the subject of a bankruptcy restrictions order or an interim order.
- 4.5.2.5. at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 4.5.2.6. if he/she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.5.2.7. if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he/she by his/her conduct contributed to or facilitated.
- 4.5.2.8. if he/she included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- 4.5.2.9. if he/she is disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- 4.5.2.10. barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups act 2006).
- 4.5.2.11. if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any

prohibition or restriction which takes effect as if contained in such a direction.

4.5.2.12. where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding an offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

4.5.2.13. After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the Company a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 197. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Executive Headteacher(CEO) confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether the person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

4.5.3. Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and he was, or was proposed, to so serve, he/she shall on becoming so disqualified give written notice of the fact to the Local Governing Body who shall inform the Directors.

4.5.4. This clause 4.5 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

5. Coordinating Local Governing Bodies work

5.1. General provisions

5.1.1. It is vital to the reputation and the overall governance and management of the Company and the Academies that the work of the Local Governing Bodies is coordinated to avoid the risk of waste, duplication, and inconsistency in the development and implementation of policies and procedures.

5.1.2. All Local Governing Bodies must work within a structure of openness and accountability to ensure that decisions are consistent with the Company's Commitment statement and the values and ethos of the Academy.

5.1.3. Local Governing Bodies and their committees must ensure that other Local Governing Bodies their committees and the Directors are consulted and kept informed appropriately where they have, or are likely to have, an interest in the topic or matter

5.1.4. To ensure consistency of the Company's public relations and presentation of the brand, the Local Governing Bodies and any committee with any responsibility for marketing or any other public representations must clear their policies and press statements with the Chair or Vice-chair of the Board before issuing the material to the public.

6. Delegated powers

6.1. General provisions

- 6.1.1. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company by ordinary or special resolution and the decisions of the Directors, the management of the business of each Academy are intended to be delegated by the Directors to the Local Governing Body who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation. Individual delegations may be agreed with each Academy at the discretion of the Directors
- 6.1.2. All actions of the Local Governing Body must be in furtherance or ancillary to the Object of the Company.
- 6.1.3. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body which, would have been valid if that alteration had not been made or that direction had not been given.
- 6.1.4. A meeting of the Local Governing Body at which a quorum is present may exercise all the power so delegated.
- 6.1.5. The Directors retain responsibility for the business of the academies in so far as the business relates to all academies or multiple academies run by the Company.
- 6.1.6. In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governing Body.
- 6.1.7. Except as provided for in this Scheme of Delegation and subject to any specific financial delegations and schemes, the Local Governing Body shall have the following additional powers, namely:
 - 6.1.7.1. to expend certain funds of the Company as permitted by clause 6.3 in such manner as the Local Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy; and
 - 6.1.7.2. to enter into contracts on behalf of the Company in so far as they relate to the Academy. Any contracts must be in the name of the Company and may be authorised and signed by any two members of the Local Governing Body, or as may otherwise be notified to the Local Governing Body.
- 6.1.8. The delegated powers are delegated to the Local Governing Body as a whole and neither the chairman nor any other office holder on the Local Governing Body shall have enhanced or executive decision making powers by virtue of their office separate from those of the Local Governing Body
- 6.1.9. In the exercise of its powers and functions, the Local Governing Body will consider any advice given by the Executive Headteacher(CEO) as well as the Directors.
- 6.1.10. Executive Headteacher(CEO) and governors shall ensure that finances are managed in line with the agreed financial regulations for the respective academy.

6.2. Ethos and values

- 6.2.1. Whilst the Local Governing Body shall be responsible for ensuring that the Academy is conducted in accordance with its ethos/mission/vision and the values referred to in clause 2, the determination of each Academy's ethos and mission statement shall be the responsibility of the Directors.
- 6.2.2. At all times, the Local Governing Bodies shall ensure that the Academy is conducted in accordance with the object of the Company and any agreement entered into with the Secretary of State for the funding of the Academy.

6.3. Finance

- 6.3.1. In acknowledgement of the receipt by the Company of funds in relation to each Academy; including by not limited to grant funding provided by the Secretary of State, monies donated to the Company and monies generated from the activities of the Company or any group company, the Directors delegate to each Local Governing Body the responsibility to manage and expend all monies received on account of the relevant Academy for the purposes of the Academy less an amount to be determined each year by the Directors at their absolute discretion, which will include payment for centralised and retained services, and will be notified to the Local Governing Bodies by the start of each School year or as soon as may be reasonably possible (being not less than 21 days following receipt of notification from the EFA of the General Annual Grant for the Academy).
- 6.3.2. Each Local Governing Body will agree a finance plan with the Directors in advance of each School year.
- 6.3.3. Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 5, the Local Governing body shall first obtain written consent of the Directors to any contracts or expenditure for any single matter above £5,000.00 and subject to the Academy budget being in a positive balance.
- 6.3.4. The accounts of the Company shall be the responsibility of the Directors but the Local Governing Body shall provide such information (including monthly management accounts) about the finances of the Academy as often and in such format as the Directors shall require.
- 6.3.5. 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 Company's Financial Protocol are observed at all times as well as any requirement and recommendations of the Directors and Secretary of State.
- 6.3.6. The Local Governing Body shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors options for identifying available funding.
- 6.3.7. The Local Governing Body shall develop appropriate risk management strategies and shall at all-time adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy.]

6.4. Premises

- 6.4.1. The land and buildings of each Academy are held in Trust and owned by the Company and any legal interests in the land and buildings to be granted or varied are reserved to the Directors on behalf of the Company.
- 6.4.2. Informal lettings and use of the land and buildings may be managed by the Local Governing Bodies during such times they are not in use for Academy or Company purposes, provided that no legal interest is granted.
- 6.4.3. The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors.
- 6.4.4. Insuring the land and the buildings used by the Academy will be the responsibility of the Directors who shall recover the cost from the budget delegated to the Local Governing Body either before or after the budget is delegated.
- 6.4.5. It shall be noted that the use of the land and buildings may be subject to legal restrictions on the legal title or in any lease to the Company. The Local Governing Bodies shall consult the Directors on any aspect of the land and buildings that may require consent from a third party, including proposed building works, proposed leases or sharing occupation.
- 6.4.6. Subject to clause 5 and any arrangements made by the Directors, 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 as the owner of such buildings and facilities.
- 6.4.7. The Local Governing Body shall in conjunction with the Directors develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.

6.5. Resources

6.5.1. Executive Headteacher(CEO)

- 6.5.1.1. The Directors shall always take responsibility for appointing the Executive Headteacher(CEO) and Headteachers or Heads of School of each Academy within the Company. The Directors may delegate such powers and functions of the Local Governing Body as they consider are required by the Executive Headteacher(CEO) for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and for the direction of teaching and the curriculum at the Academy)..
- 6.5.1.2. The Directors will take the lead in appraising the Executive Headteacher(CEO) delegating this to ensure representation from governors or all schools within the Academy trust and any school with which the Academy trust has a formal collaboration.

6.5.2. Other staff

- 6.5.2.1. The Executive Headteacher(CEO) of the Academy shall be responsible for the appointment and management of all other staff below the leadership spine to be employed at the Academy on behalf of the Company. The Local Governing Body shall support the Executive Headteacher(CEO) , including having responsibility to:

- 6.5.2.1.1. comply with all policies dealing with staff issued by the Directors.
 - 6.5.2.1.2. take account of any pay terms set by the Directors;
 - 6.5.2.1.3. adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors provided that if doing so would result in a breach of a legal obligation or result or potentially result in a liability arising the Local Governing Body shall first consult the Directors on the issue;
 - 6.5.2.1.4. manage any claims and disputes with staff members on behalf of the Company having regard to any advice and recommendations given by the Directors; and
- 6.5.2.2. Ensure that appropriate performance management is carried out on all staff in the Academy, delegating this task to others with appropriate responsibility and preparation.

6.6. Curriculum and standards

- 6.6.1. The Local Governing Body shall be responsible for the:
 - 6.6.1.1. Setting and review of the curriculum model approved by the Directors with due regard to the Secretary of State to provide a broad and balanced curriculum.
 - 6.6.1.2. the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors
 - 6.6.1.3. setting and review the Academy's admissions policy provided that no change will be made to the admissions criteria without the consent of the Directors.
- 6.6.2. Any decision to expand the Academy shall be that of the Directors but who shall have due regard to the views of the Local Governing Body.

6.7. Extended schools and business activities

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

6.8. Regulatory matters

- 6.8.1. The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Directors but the Local Governing Body shall do all such things

as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.

7. Operational matters

- 7.1. The Local Governing Body shall comply with the obligations set out in the Appendix which, deals with the day to day operation of the Local Governing Body.
- 7.2. The Local Governing Body will adopt and will comply with all policies of the Directors communicated to the Local Governing Body from time to time.
- 7.3. Both the Directors and all members of the Local Governing Body have a duty to act independently in accordance with the Company's Code of Conduct and not as agents of those who may have appointed them and will act with integrity, honesty and objectivity 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 and behaviour deemed inappropriate by the Directors will result in immediate dismissal.
- 7.4. The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Directors in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 7.5. The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require.
- 7.6. The Local Governing Body shall submit to any inspections by the Directors and any inspection by Ofsted.
- 7.7. The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors.
- 7.8. In the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation.

8. Conflicts

- 8.1. In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.

9. Annual review

- 9.1. The Scheme of Delegation shall operate from the Effective Date
- 9.2. The Directors will have absolute discretion to review this Scheme of Delegation and to alter any provision of it.
- 9.3. In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Bodies.

Appendix

Rules of the Local Governing Bodies

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. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of the election already a Director of the Company shall be eligible for election as chair or vice-chair, except where such person is a Director by virtue of being the incumbent chair) shall be eligible for election as chair or vice-chair, noting for the avoidance of doubt that once elected the chairman will be eligible to serve as a Director of the Company pursuant to the provisions of Articles 51 and 52.
- 1.2. Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
- 1.3. The chair or vice-chair may at any time resign his office by giving notice in writing to the Local Governing Body. The chairman or vice-chairman shall cease to hold office if:
 - 1.3.1. he/she ceases to serve on the Local Governing Body;
 - 1.3.2. he/she is employed by the Company whether or not at the Academy;
 - 1.3.3. he/she is removed from office in accordance with this Scheme of Delegation;
 - 1.3.4. in the case of the vice-chair, he/she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
- 1.4. Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chair or vice-chair, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 1.5. Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting.
- 1.6. Where in the circumstances referred to in paragraph 1.5 the vice-chairman 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.
- 1.7. The Clerk to the Local Governing Body, may act as chair during that part of any meeting at which the chair is elected.
- 1.8. An election of the chair or vice-chair which is contested shall be held by secret ballot.
- 1.9. The chair or vice-chair may only be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.

- 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 the matter of the chair 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 to remove the chair or vice-chair the person or persons proposing the removal of the chair or vice-chair 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 a 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. Such a declaration should be recorded in the minutes of the meeting. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 2.2. For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he/she is in the employment of the Company or is in receipt of remuneration of the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.

3. Disputes

- 3.1. Any disagreement between the members of the Local Governing Body or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.
- 3.2. The Executive Headteacher's (CEO) executive responsibilities and delegated authorities are from the Local Governing Body and the Executive Headteacher(CEO) is subject to their direction. Any performance management, disciplinary, grievance or whistleblowing matters raised in relation to the Executive Headteacher(CEO) shall be referred to the Directors.

4. The minutes

- 4.1. The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and stored in each school and kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
 - 4.1.1. all appointments of officers made by the Local Governing Body; and
 - 4.1.2. 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.

- 4.2. As soon as practicable following each meeting, the draft minutes will be circulated to members in attendance to check for accuracy and omissions.
- 4.3 The chairman shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the other Directors (not already receiving these as members of the LGB) as soon as reasonably practicable after those minutes are approved.

5. Delegation

- 5.1. Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, the Executive Headteacher(CEO) or any other holder of an executive office, such of their powers or functions as they consider necessary to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.
- 5.2 Where any delegated power or function of the Directors or the Local Governing Body is exercised by any subcommittee or individual, that person or subcommittee shall report back to the Local Governing Body in respect of any action taken or decision made 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. 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 its functions under this Scheme of Delegation the clerk shall comply with any direction:
 - 6.1.1. given by the Directors or the Local Governing Body; or
 - 6.1.2. given by the chair of the Local Governing Body or, in his absence or where this is a vacancy in the office of chair, the vice-chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.2. 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.
- 6.3. Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:
 - 6.3.1. notice in writing thereof, signed by the clerk, and sent to each member of the Local Governing Body at the postal address or email address provided by each member from time to time; and
 - 6.3.2. 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.

- 6.4. 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 of a copy of the agenda thereof.
- 6.5. 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.
- 6.6. A meeting of the Local Governing Body shall be terminated forthwith if:
 - 6.6.1. the members of the Local Governing Body so resolve; or
 - 6.6.2. the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12
- 6.7. Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable.
- 6.8. Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly. At the discretion of the chair, non-urgent items may be deferred to a subsequent scheduled meeting
- 6.9. Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, including at least one non-employed member 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.
- 6.10. 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.
- 6.11. The quorum for the purposes of:
 - 6.11.1. appointing a parent member;
 - 6.11.2. any vote on the removal of a person in accordance with this Scheme of Delegation; or
 - 6.11.3. any vote on the removal of the chairman of the Local Governing Body;shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on those respective matters including at least one Director.
- 6.12. Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.

- 6.13. Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he/she may have.
- 6.14. The proceedings of the Local Governing Body shall not be invalidated by:
- 6.14.1. any vacancy on the board; or
 - 6.14.2. any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 6.15. A resolution in writing, signed by all 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. Such a resolution may consist on 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.
- 6.16. Subject to paragraph 6.18, the Local Governing Body shall ensure that a copy of:
- 6.16.1. the agenda for every meeting of the Local Governing Body;
 - 6.16.2. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - 6.16.3. the signed minutes of every such meeting; and
 - 6.16.4. 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.
- 6.17. There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
- 6.17.1. a named teacher or other person employed, or proposed to be employed at the Academy;
 - 6.17.2. a named pupil at, or a candidate for admission to, the Academy; and
 - 6.17.3. any matter which, by reason of its nature, the Local Governing body is satisfied should remain confidential.

7. Notices

- 7.1. Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, “Address” in relation to electronic communications, includes a number of addresses used for the purposes of such communication.
- 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 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 member of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 7.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

8. Indemnity

- 8.1. Subject to the provisions of the Companies Act 2006 every 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.

8.2 Expenses

A member of a local governing body may, at the discretion of the Trustees, be reimbursed from the property of the Academy trust for reasonable expenses incurred by him/her when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.