

The Spencer Academies Trust

Wyndham Primary Academy

SCHEME OF DELEGATION

EFFECTIVE DATE: (1 September 2015)

The Spencer Academies Trust – Mission Statement

To improve the life chances of children and young people by challenging and supporting all the schools within the Trust on their journey to and beyond outstanding.

To achieve this by developing world-class system leaders.

1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, The Spencer Academies Trust (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. (Wyndham Primary Academy) (the “School”) is one of the academies.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (DfE) (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Directors appoint people with the appropriate skills and ideally local knowledge to serve on a board (the “Local Governing Body”) which has been established to ensure the good governance of the School.
- 1.4 The Directors shall delegate various functions to the Local Governing Body pursuant to clause 5 of this Scheme but the function of the Local Governing Body shall be to:
- 1.4.1 have a monitoring role in connection with the School;

- 1.4.2 ensure compliance with statutory regulations and Trust policies and procedures;
 - 1.4.3 consider budget monitoring information, make recommendations to the Principal and seek the approval of the Trust in relation to any potential overspending;
 - 1.4.4 act as a critical friend to the Principal including advice in relation to annual budget proposals;
 - 1.4.5 represent the views of the community in discussions on budget issues that relate to community engagement and activity and make recommendations to the Principal;
 - 1.4.6 support the Principal in recruitment and selection, grievance, disciplinary and exclusion processes where appropriate; and
 - 1.4.7 engage the Trust as early as possible in any contentious matters e.g. potentially serious staffing issues; health and safety concerns.
- 1.5 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the School, the respective roles and responsibilities of the Directors and the governors of the Local Governing Body and the commitments to each other to ensure a safe learning environment and the success of the School.
- 1.6 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. ETHOS AND MISSION STATEMENT

- 2.1 Wyndham Primary Academy's core purpose is as follows:

"Working together to achieve personal greatness"

- 2.2 Wyndham Primary Academy will work collaboratively and inclusively with our family of Trust schools for mutual benefit. As the Trust has a collective responsibility for school performance and outcomes, there is an obligation on each school to make Trust activities a priority. The school will endeavour to maintain good working relationships with local schools within the community and will take advantage of opportunities to work with any school nationally and internationally for mutual benefit in the pursuit of excellence.

3. **DIRECTORS' POWERS AND RESPONSIBILITIES**

- 3.1 The Directors have overall responsibility and ultimate decision making authority for all the current and future schools in the Trust. This is largely exercised through strategic direction, planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes and interventions where necessary. The Directors have the power to direct change where required in pursuit of the highest standards.
- 3.2 The Directors have a duty to act in the fulfilment of the Trust's objects.
- 3.3 Directors will have regard to the interests of all the academies for which the Trust is responsible in deciding and implementing Trust wide policies or exercising any authority in respect of the School.
- 3.4 Articles 101 and 105 of the Articles of Association (AoA) allow Directors to appoint committees and delegate functions. For this school, from the effective date, the Directors will appoint a committee known as the Local Governing Body, where appropriate, or, a Local Advisory Council. The Trust may appoint a committee with responsibility of the effective running of more than one school.
- 3.5 The constitution, membership and proceedings of the Local Governing Body is determined by the Directors in accordance with this Scheme of Delegation.

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

4.1 **Governors of the Local Governing Body**

4.1.1 The number of people shall be no fewer than three to a maximum of nine.

4.1.2 The Local Governing Body shall have the following governors:

4.1.2.1 up to 5 governors appointed under clause 4.2.1;

4.1.2.2 no less than one staff governor, appointed under clause 4.2.2;

4.1.2.3 no less than one parent governor elected or appointed under clause 4.2.5;

4.1.2.4 no less than one community governor elected or appointed under clause 4.2.12;

4.1.2.5 the Principal of the School;

4.1.2.6 any additional governors, 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 Trust and the Secretary of State governing the affairs of the Trust;

4.1.3 The Local Governing Body may also have co-opted governors subject to prior approval by the Directors.

4.1.4 The Trust shall also be entitled to have representation and serve on the Local Governing Body and attend any meetings, giving due regard to any representations by the Local Governing Body. Any representatives 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.

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

- 4.2.1 The Directors may appoint up to nine persons to serve on the Local Governing Body, following consultation with the existing governors, 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.
- 4.2.2 The Local Governing Body may appoint employees of the school to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the school may be taken into account when considering appointments.
- 4.2.3 Unless the Directors agree to a different process under 4.2.2, the Local Governing Body should engage in an election process in appointing employees. Nominations shall be invited from all staff (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Body or the Directors.
- 4.2.4 The Principal or Head of School shall be treated for all purposes as being an ex officio member of the Local Governing Body with full voting rights.
- 4.2.5 In the first instance, the Directors will appoint at least one parent governor of the Local Governing Body, and he or she must be a parent of a pupil at the school at the time when he or she is appointed.
- 4.2.6 Subsequently, if the Directors determine that the school is making good progress, the Local Governing Body may elect future parent governors by secret ballot.

- 4.2.7 Every person entitled to vote in the parent governor election shall be informed of the vacancy and have an opportunity to vote by returning ballot papers to the school.
- 4.2.8 In appointing a person to be a parent governor of the Local Governing Body, the Directors shall appoint a person who is the parent of a registered pupil at the school; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 4.2.9 For newly converted schools, subject to the approval of the Directors, the first parent and staff governors of the Local Governing Body shall be those people who filled those positions on the Governing Body of the predecessor school at its closure (provided they remain eligible under this Scheme of Delegation and with the necessary skills as determined by an audit), who shall serve on the Local Governing Body for the remainder of the term of office for which they were elected to the predecessor Governing Body.
- 4.2.10 The Local Governing Body may appoint community governors, with the approval of the Directors, provided that the person lives or works in the school community or is committed to the success of the school.

4.3 **Term of office**

- 4.3.1 The term of office for any person serving on the Local Governing Body shall be 4 years, except for the Principal or Head of School. Subject to remaining eligible any governor may be re-appointed or re-elected.

4.4 **Resignation and removal**

- 4.4.1 A governor shall cease to hold office if he resigns by giving written notice to the Chair of the Local Governing Body and Principal or Head of School.
- 4.4.2 A governor may be removed by the Directors, or the Local Governing Body if appointed by them.
- 4.4.3 If any staff governor ceases to work at the school then they shall be deemed to have resigned from the Local Governing Body.

4.4.4 The Local Governing Body shall inform the Trust of any resignations or removals of governors.

4.5 Disqualification of Governors of the Local Governing Body

4.5.1 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 school shall be entitled to serve on the Local Governing Body.

4.5.2 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.

4.5.3 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 office be vacated.

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

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

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

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

4.5.6 A person serving on the Local Governing Body shall cease to hold office if he 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).

- 4.5.7 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.
- 4.5.8 A person shall be disqualified from serving on the Local Governing Body at any time when he is:
- 4.5.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.5.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.5.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.5.9 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 (Prohibition List held by Secretary of State).
- 4.5.10 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 72 of the Charities Act 1993.
- 4.5.11 Any person who has not undertaken a Disclosure and Barring Service (DBS) check, and informed the Principal of the outcome, shall not be qualified to act as a governor. In the event that the DBS check discloses any information which would, in the opinion of either the Chair or the

Principal, 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 Trust in the first instance, who then may refer on to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

- 4.5.12 Should a person become disqualified from serving on the Local Governing Body he must give written notice of that fact to the Directors.

5. DELEGATED POWERS

5.1 General Provisions

- 5.1.1 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Trust following a special resolution, the management of the business of the school shall be delegated by the Directors to the Local Governing Body who may exercise the powers of the Trust set out in articles 5(b), (d), (h), (i), (j), (k), (p) and (r) of the Articles of Association (the “Delegated Functions”) relating to the Academy but not Reserved Matters. Any changes to the Articles shall not invalidate any prior act of the Local Governing Body which would have been valid at the time.
- 5.1.2 The Directors have not delegated to the Local Governing Body the following functions (“Reserved Matters”):-
- 5.1.2.1 the powers set out in Articles 5 (a), (c), (e), (f), (g), (l), (m), (n), (o), and (q) of the Articles of Association;
 - 5.1.2.2 ensuring compliance with the Trust’s duties under Company Law and Charity Law and agreements made with the Department for Education, (including the Master Funding Agreement and the Supplemental Funding Agreement);
 - 5.1.2.3 the determination of the educational character, religious ethos and mission of the school and the Trust;

- 5.1.2.4 ensuring the solvency of the Trust, safeguarding its assets and delivering its charitable outcomes;
- 5.1.2.5 ensuring the continued charitable status of the Trust;
- 5.1.2.6 the determination of the establishment, constitution, membership, proceedings and delegated powers and functions of any governing body and committee and their annual review and revision;
- 5.1.2.7 the approval of the Trust and the delegated School's policies;
- 5.1.2.8 selling or otherwise disposing of any asset which is of a value in excess of 10% of the total net book value of all assets (excluding land and buildings) belonging to the School;
- 5.1.2.9 creating or allowing to come into being any third party interest (other than a lien on assets arising in the ordinary course of trading or a charge operating as a result of a title retention clause);
- 5.1.2.10 giving any guarantee or indemnity other than in the ordinary course of business, the value of which exceeds £1,000;
- 5.1.2.11 entering into a contract or arrangement which is of a value of in excess of 5% of the General Annual Grant ("GAG") for the school per year or which the termination provisions require more than six months' notice;
- 5.1.2.12 acquiring assets having a market value in excess of 5% of the GAG for the School;
- 5.1.2.13 entering into, varying or terminating any lease, licence, tenancy or other similar arrangement;
- 5.1.2.14 any lending;
- 5.1.2.15 commencing or settling any litigation or arbitration proceedings;

- 5.1.2.16 entering into any other arrangement in the nature of borrowing (including debts factoring, invoice discounting, hire purchase, equipment leasing, conditional or credit sales or any off-balance sheet borrowings) if the value of the amount borrowed exceeds 5% of the GAG for that School;
 - 5.1.2.17 terminating or varying the terms of any contract which has a value in excess of 5% of the GAG for that School;
 - 5.1.2.18 engaging any employee or consultant whose annual emoluments per annum exceeds the total annual emoluments of the Principal of that school per annum;
 - 5.1.2.19 varying the terms and conditions of that engagement so that the terms and conditions of that engagement are no longer comparable to the equivalent engagement in one or more of the academies within the Trust;
 - 5.1.2.20 establishing or amending any pension scheme or granting any pension rights to any Director, officer, employee, former Director, officer or employee, or any member of any such person's family.
- 5.1.3 Except as provided for in this Scheme of Delegation, or where specified by Trust policies or procedures, the Local Governing Body shall have the following powers:
- 5.1.3.1 managing the employment of all staff at the school except for the appointment of the Principal and senior staff as per 5.5.1.1;
 - 5.1.3.2 adopting all school policies in place at the time of conversion until reviewed or replaced by Trust policies;
 - 5.1.3.3 managing all disciplinary matters in accordance with the appropriate policy;
 - 5.1.3.4 managing the school's budget as permitted by clause 5.3 and the bank accounts provided by the Trust in line with the Finance policy;

5.1.3.5 entering into contracts relating to the school.

5.1.4 In the exercise of its powers and functions, the Local Governing Body shall:

5.1.4.1 act on any advice given by the Trust representative or Chief Executive Officer (CEO);

5.1.4.2 have due regard to any guidelines and policies issued by the Directors.

5.2 **Ethos and Values**

The Local Governing Body shall be responsible for determining the school's ethos and values in line with the overall aims and principles of the Trust as set by the Directors.

5.3 **Finance**

5.3.1 In acknowledgement of the receipt by the Directors of funds in relation to the School, provided by the Secretary of State, donated to the Trust and generated from the activities of the Trust, the Directors delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the school for the purposes of the school, less an amount to be determined each year by the Directors acting reasonably by agreement.

5.3.2 Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the school pursuant to clause 5.1.3, the Local Governing Body shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above £50,000 who shall have first informed the Directors of such anticipated expenditure.

5.3.3 The accounts of the Company shall be the responsibility of the Directors but the Local Governing Body shall provide such information about the finances of the school as often and in such format as the Directors shall require. Without prejudice to the above, the Local

Governing Body shall provide monthly management accounts to the Directors.

- 5.3.4 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 5.3.5 The Local Governing Body shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 5.3.6 The Local Governing Body shall 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 School.

5.4 Premises

- 5.4.1 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.
- 5.4.2 The Local Governing Body shall in conjunction with the Directors develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.
- 5.4.3 The responsibility for any disposals or acquisitions of land to be used by the school will be that of the Directors.

5.4.4 Insuring the land and buildings used by the school will be the responsibility of the Directors who shall recover the cost from the budget delegated to the Local Governing Body.

5.5 **Resources**

5.5.1 **Principal**

5.5.1.1 The Directors shall appoint the Principal:

5.5.1.2 The Directors with the Local Governing Body may delegate to the Principal such powers and functions as appropriate for the internal organisation, management and control of the School.

5.5.2 **Other Staff**

5.5.2.1 The Local Governing Body, with appropriate delegation to the Principal, shall be responsible for the appointment and management of all other staff to be employed at the school provided that the Local Governing Body shall:

5.5.2.1.1 comply with all staffing policies issued by the Directors from time to time;

5.5.2.1.2 take account of any pay terms set by the Directors;

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

5.5.2.1.4 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.

5.5.2.2 The Chief Executive Officer of the Spencer Academies Trust with the designated Performance Management governors from the Local Governing Body shall carry out the performance management of the Principal supported

by an external Advisor if required, and shall put in place procedures for the professional and personal development of all staff.

5.6 **Curriculum and Standards**

In relation to curriculum and standards, the Local Governing Body shall be responsible for:

5.6.1 the setting and review of the curriculum but shall have regard to any views of the Directors in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.

5.6.2 the standards achieved by the school and the pupils attending the school but shall follow such advice and recommendations of the Directors as they might issue from time to time.

5.6.3 the setting and review of the School's Admissions, Exclusion and SEN policies in line with the Funding agreement and the current Codes of Practice.

5.7 **Business Activities**

5.7.1 Any decision to expand the school shall be that of the Directors but with regard to the views of the Local Governing Body.

5.7.2 The Local Governing Body undertaking any activities designed to generate non-educational business income, must seek approval from the Trust's Chief Finance Officer.

5.8 **Regulatory Matters**

5.8.1 The Directors have the responsibility for all regulatory and legal matters. The Local Governing Body must comply with any requirements of the Directors in order to meet these obligations.

6. **OPERATIONAL MATTERS**

6.1 The Local Governing Body shall comply with the obligations set out in Appendix

1 which deals with the day to day operation of the Local Governing Body.

- 6.2 The Local Governing Body will adopt and comply with all Trust policies.
- 6.3 The Directors and all governors have a duty to act with integrity, objectivity and honesty in the best interests of the Trust and the school and shall be open about decisions and be prepared to justify those decisions except for confidential matters.
- 6.4 The Local Governing Body will review its policies and practices on a regular basis in line with the Directors' recommendations and statutory requirements.
- 6.5 The Local Governing Body shall provide such data and information as the Directors require.
- 6.6 The Directors may revoke authority delegated to the Local Governing body in the event of the threat or actual intervention by the Secretary of State.

7. **REVIEW**

- 7.1 This Scheme of Delegation shall operate from the Effective Date.
- 7.2 The Directors will have absolute discretion to review and amend this Scheme of Delegation as appropriate.
- 7.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Body.

APPENDIX 1

FUNCTIONING OF THE LOCAL GOVERNING BODY

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

- 1.1 The governors of the Local Governing Body shall at their first meeting each school year, elect a chair and a vice-chair with previous experience of governance subject to approval by the Directors. Neither a person who is employed by the Trust (whether or not at the School) nor a person who is at the time of election already a Director of the Trust (except where such person is a Director and the incumbent Chair) shall be eligible for election as Chair or Vice Chair, noting for the avoidance of doubt that once elected the Chair will be eligible to serve as a Director of the Company pursuant to the provisions of Articles 51 and 52 of the Articles of Association. In exceptional circumstances, the Chief Executive Officer, or any other Director, may serve as Chair until a suitable appointment is secured.
- 1.2 The Chair or Vice Chair will remain in post until a successor is appointed.
- 1.3 The Chair or Vice Chair may at any time resign his office by giving notice in writing to the Local Governing Body and Directors. The Chair or Vice Chair shall cease to hold office if:
 - 1.3.1 they cease to serve on the Local Governing Body;
 - 1.3.2 they are employed by the Trust whether or not at the school;
 - 1.3.3 they are removed from office in accordance with this Scheme of Delegation; or
 - 1.3.4 in the case of the election of the Vice Chair to Chair.
- 1.4 Where a vacancy arises during the course of the academic year for a Chair or Vice Chair, the governors shall at their next meeting elect a replacement in accordance with 1.1.
- 1.5 In the absence of the Chair, the Vice Chair shall assume that role.
- 1.6 In the absence of both Chair and Vice Chair, one of the governors shall be elected to act as Chair for the purposes of that meeting subject to 1.1.

- 1.7 A Director or 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 Chair or Vice Chair may be removed from office by the Directors at any time.
- 1.10 The Local Governing Body may remove the Chair or Vice Chair only in accordance with this Scheme of Delegation as below:
- 1.10.1 a resolution to remove the Chair or Vice Chair which is passed at a meeting of the Local Governing Body shall not have effect unless:
- a. it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and
 - b. the matter of the Chair's or Vice Chair's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.10.2 Before any resolution to remove the Chair or Vice Chair is passed 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 governor who has any direct, indirect or personal interest (pecuniary or business) which conflicts or may conflict with their duties to the Trust must disclose these to the clerk at the beginning of each academic year, or as soon as they become aware.
- 2.2 A governor must absent themselves from any discussions in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust, and any other interest (including but not limited to any personal pecuniary or financial interest).
- 2.3 For the purpose of 2.1, declarations of personal interests must be provided as

described under section 3.1.17 to 3.1.19 of the **Academies Financial Handbook 2015**, as below:

Extract 3.1.17 *The academy trust's register of interests **must** capture relevant business and pecuniary interests of members, trustees, local governors of academies within a multi-academy trust and senior employees, including:*

- *directorships, partnerships and employments with businesses;*
- *trusteeships and governorships at other educational institutions and charities; for each interest: the name of the business; the nature of the business; the nature of the interest; and the date the interest began.*

Extract 3.1.18 *The register **must** also identify any material interests arising from close family relationships between the academy trust's members or trustees, and relationships between members or trustees and employees. Close family relationships is defined in section 3.2.2 (third bullet).*

Extract 3.1.19 *Trusts should consider carefully whether to include the interests of other individuals in the register of interests. This may include other employees of the trust and close family members of individuals already on the register. Interests are not limited to the items in sections 3.1.17 and 3.1.18 and trusts should consider whether other interests should be registered. If in doubt the presumption should be towards including an interest in the register. Boards of trustees should keep their register of interests up-to-date through regular review.*

- 2.4 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.5 Any disagreement between the governors, the Principal or any subcommittee shall be referred to the Directors for their determination.

3. THE MINUTES

- 3.1 The minutes of meetings shall be drawn up and recorded for the purpose by the clerk and shall be signed at the next subsequent meeting by the person acting as Chair. The minutes shall include a record of:

- 3.1.1 all appointments made by the Local Governing Body; and

3.1.2 a summary of proceedings and the names of attendees.

3.2 The Clerk must ensure that copies of minutes of all governor meetings are provided promptly to the Chief Operating Officer of the Trust after minutes have been approved.

4. **COMMITTEES**

4.1 The Local Governing Body may establish subcommittees as appropriate. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body having regard to any views of the Directors which must be reviewed annually.

4.2 The membership of any subcommittee may include governors or co-opted persons or Directors. Only Directors or governors may vote at subcommittee meetings.

5. **DELEGATION**

5.1 Where permitted the Local Governing Body may further delegate to any governor or employee such of their powers or functions as they consider appropriate. Any such delegation is subject to any conditions imposed by the Trust and may be revoked or altered.

5.2 Where any delegated power or function is exercised, that person or subcommittee, shall report to the Local Governing Body any action taken or decision made, at the next meeting.

6. **MEETINGS OF THE LOCAL GOVERNING BODY**

6.1 Subject to this Scheme of Delegation, the Local Governing Body may determine its own proceedings.

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 complying with any direction:

6.2.1 given by the Directors or the Local Governing Body; or

6.2.2 given by the Chair or person acting as Chair so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1.

- 6.3 The Local Governing Body may hold additional meetings as required and must do so if any three governors may a request in writing to the Clerk.
- 6.4 The Clerk shall provide each governor at least seven clear days before the date of a meeting, (unless the Chair or acting Chair determines there is urgent or demanding business, in which case a shorter notice period may be given):
- 6.4.1 notice of the meeting;
 - 6.4.2 all reports or other papers to be considered at the meeting; and
 - 6.4.3 a copy of the agenda for the meeting;
- 6.5 Non receipt of the notice or agenda does not invalidate a meeting or its proceedings.
- 6.6 A resolution to rescind or vary a resolution carried out at a previous meeting of the Local Governing Body shall not be proposed unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting. Items for that meeting can only be considered if it is a specific agenda item for that meeting.
- 6.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.1 the governors of the Local Governing Body so resolve; or
 - 6.7.2 the number of governors present does not constitute a quorum in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the business on the agenda have been dealt with, a further meeting shall be convened by the Clerk as soon as is reasonably practicable (but in any event) within seven days of the original date on which the meeting was to be held or was terminated.
- 6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before conclusion of the agenda, the Local Governing Body shall agree the date and time of the next meeting to conclude these items.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting or any vote of the Local Governing Body, shall be any three of the governors including Directors.

- 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 For the purpose of appointing a parent governor, voting to remove a governor or the Chair 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.
- 6.13 Decisions are taken by majority votes. Each governor/Director has one vote.
- 6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the Chair of the meeting shall have a casting vote.
- 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 eligible governors/Directors of the Local Governing Body or subcommittee shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or a subcommittee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors 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 governor has previously notified the Local Governing Body in writing of the email address or addresses which the governor will use.
- 6.17 Subject to exclusions in paragraph 6.18, the Local Governing Body shall ensure that a copy of the following will be available for persons wishing to inspect these:
- 6.17.1 meeting agendas;
 - 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 school to persons wishing to inspect them.
- 6.18 The following may not be available to the public in pursuance of paragraph 6.17, any material relating to:
- 6.18.1 a named teacher or other person employed, or proposed to be employed, at the school;
- 6.18.2 a named pupil at, or candidate for admission to, the school; and
- 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.19 Any governor of the Local Governing Body shall be able to participate in meetings by telephone or video conference provided that:
- 6.19.1 they have given notice of their intention to do so and provided access and contact details 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. CLERK

- 7.1 The Local Governing Body must appoint a clerk (the "Clerk") (who must not be the Principal) and may remove the Clerk from office at any time.
- 7.2 In the absence of the Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of the governors to act as Clerk for the purposes of that meeting.
- 7.3 The Clerk must:
- 7.3.1 convene meetings of the Local Governing Body;
- 7.3.2 attend meetings of the Local Governing Body and ensure that minutes of the proceedings are drawn up and circulated;

7.3.3 perform any other functions determined by the Local Governing Body.

8. **NOTICES**

- 8.1 Individual notices should always be given in writing or electronic communication.
- 8.2 The Local Governing Body may issue notices to governors personally, by post, hand delivery or by electronic communication. A governor whose registered address is not in the United Kingdom may give an address or use email.
- 8.3 A governor of the Local Governing Body present, either in person or by proxy, at any meeting shall be deemed to have received notice and purpose of the meeting.

9. **INDEMNITY**

- 9.1 Subject to the provisions of the Companies Act 2006 every governor of the Local Governing Body or other officer or auditor of the Trust acting in relation to the school shall be indemnified out of the assets of the Trust 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 Trust.