



Scheme Of Delegation

made between Cidari Multi Academy Trust

and

The Local Governing Committee Of
Xxx Academy

Effective Date: 1 September 2016

Faith ⁱⁿ
Learning...

...Belief ⁱⁿ
Achievement.



Insert Academy Badge

Our Vision

**‘To provide high quality education for
all children based on clearly
established Christian values and
principles’**

Mission Statement

**Academy Mission Statement/ Vision
Statements**

Scheme of Delegation

Rationale

The underlying principles for this Scheme of Delegation are:

That all academies are members of the Cidari family and are in a partnership of equals irrespective of their length of membership or category.

- Cidari Multi Academy Trust is a registered charity and it remains true to its vision, mission and principles.
- Cidari Education is mindful that their function is to ensure that all statutory duties are met (*there are differences in the governance arrangements of maintained schools and academies*).

Our Vision

“To provide high quality education for all children based on clearly established Christian principles and values”.

Guiding principles

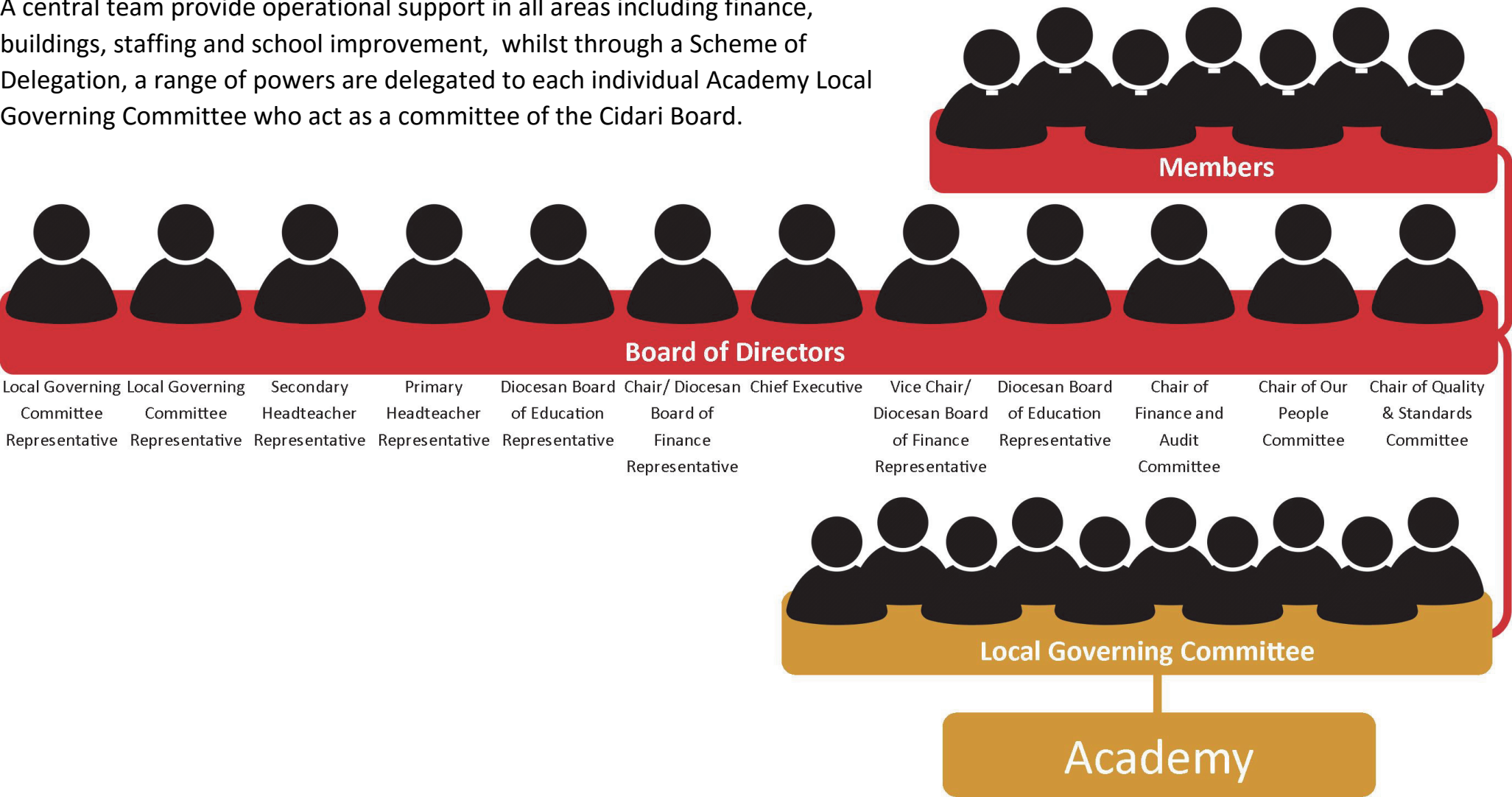
We are bound by a number of guiding principles:

- Promote an educational community underpinned by respect and inclusivity
- Nurture and celebrate a Christian ethos in our academies
- Provide systematic support to grow our academies into centres of academic excellence
- Committed to raising performance beyond national averages
- Committed to closing the achievement gaps for all groups
- Develop a culture of high aspirations, expectations and challenge underpinned by clear lines of accountability and tailored improvement support within a professional learning network
- Foster and promote a culture of life-long learning for all
- Develop strong and sustainable partnerships between our academies focussed on mutual support, encouragement and collaboration
- Ensure that all stakeholders are informed and make use of the latest research in pedagogy and learning development
- Acknowledge and celebrate success across our family of academies

Cidari Multi Academy Trust Governance Structure

Under the umbrella of the Diocese of Blackburn, Cidari Education Ltd is governed through a Chair appointed by the Bishop of Blackburn and his senior Diocesan colleagues, a Board of Directors and Chief Executive.

A central team provide operational support in all areas including finance, buildings, staffing and school improvement, whilst through a Scheme of Delegation, a range of powers are delegated to each individual Academy Local Governing Committee who act as a committee of the Cidari Board.



The role of the Members

The Members of the Trust have a different status to Directors. When the Trust was first created they were the signatories to the Memorandum of Association and agreed the Trust's Articles of Association (a document which outlines the governance structure and how the trust will operate). The Articles of Association also describe how Members are recruited and replaced, and how many of the Directors the Members can appoint to the Trust Board. The Members appoint Directors to ensure that the Trust's charitable object is carried out and so are able to remove Directors if they fail to fulfil this responsibility. The Trust Board submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments made to the Trust's Articles of Association.

While Members are permitted to be appointed as Directors, in order to retain a degree of separation of powers between the members and the Trust Board, and in line with DfE expectations, not all Members should be Directors.

The role of the Directors*

The Directors are the charity trustees (within the terms of section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Memorandum and Articles of Association. The Board of Directors is the accountable body for the performance of all academies within the Trust and as such must:

1. Ensure clarity of vision, ethos and strategic direction.
2. Hold the Executive to account for the educational performance of the academies and their pupils, and the performance management of staff.
3. Oversee the financial performance of the Trust.

*Because Directors are bound by both charity and company law, the terms 'Trustees' and 'Directors' are often used interchangeably.

The Trust Board is permitted to exercise all the powers of the Academy Trust. The Trust Board will delegate to the Chief Executive responsibility for the day to day operations of the Trust. The Directors determine whether to delegate to the Local Governing Committee.

The Trust has the right to review and adapt its governance structure at any time which includes removing delegation.

The role of Committees

The Directors may establish committees either with delegated authority to make decisions or for the purpose of providing advice and support, informing the overall work of the Trust Board. However these committees are not legally responsible or accountable for statutory functions – the Trust Board retains overall accountability and responsibility. The responsibilities of committees are set out in their Terms of Reference. Cidari Multi Academy Trust has 3 committees; the 'Quality and Standards' Committee, the 'Our People' Committee and the 'Finance and Audit' Committee.

The role of the Chief Executive Officer (CEO)

The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's academies.

The CEO is the Accounting Officer so has overall responsibility for the operation of the Academy Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

The CEO leads the Executive Management Team of the Academy Trust. The CEO will delegate functions to the Executive Management Team and is accountable to the Trust Board for the performance of the Central Team.

The role of the Local Governing Committee (LGC)

The Trust Board will establish a Local Governing Committee (LGC), appoint the Chair and will determine what is delegated. The LGC responsibilities will include:

- Building an understanding of how the academy is led and managed.
- Monitoring whether the academy is:
 - Working within agreed policies
 - Is meeting agreed targets
 - Managing its finances well
- Engaging stakeholders.
- Reporting to the Trust Board.
- Forging links with the community.
- Acting as an ambassador for the academy and the Trust.

As a Committee of the Trust Board delegation can be removed at anytime.

The role of the Academy Headteacher

The Academy Headteacher is responsible for the day to day management of the academy and is managed by the Head of Education but reports to the LGC on matters which have been delegated to the LGC.

1. Introduction

- 1.1 As a charity and company limited by guarantee, Cidari (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 will apply to all academies for which the Company is responsible (the “Academies”) and details for each individual academy, e.g. name, location, whether primary or secondary (or “all through”) and any specific matters relating to that academy will be set out in Appendix One of this Scheme of Delegation. Any reference to the “Academy” in this Scheme of Delegation will be reference to the Academy so named in the relevant Appendix. For some Academies additional changes to this Scheme of Delegation will be made and the clauses changed will be noted in Appendix One. The responsibilities of the relevant parties are listed in Appendix Two.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission 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. As the Academy is a Church of England school, designated as such, the Directors are also accountable to the Members and the Blackburn Diocesan Board of Education (the “DBE”) to ensure that the Academy is conducted as a Church of England school so that at all times the school may serve as witness to Christian faith in Our Lord Jesus Christ.
- 1.3 In order to discharge these responsibilities, the Directors either appoint people, with appropriate skills and knowledge, who are more locally based to serve on a board (the “Local Governing Committee”) which has been established to ensure the good governance of the Academy or determine the membership of the Local Governing Committee through their approval of Appendix One to this Scheme of Delegation. The Diocese Board of Education may also have the right to appoint people to the Local Governing Committee as well as other Church bodies or Trustees (the “Trustees”), who hold the land used by the Academy on trust for purposes which are consistent with the objects of the Trust. This will be undertaken in accordance with clause 4.1 of this Scheme and Articles 100 – 104.
- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the members of the Local Governing Committee and the commitments to each other to ensure the success of the Academy.

- 1.5 Before making changes to the Scheme of Delegation that applies to one or more Academies, the Directors shall consult with the Local Governing Committees. In considering any material changes to the Scheme the Directors will have regard to and give due consideration of any views of the Local Governing Committee.
- 1.6 “Members of the Local Governing Committee” means any individuals who are appointed under Appendix One of this Scheme of Delegation to sit on the Local Governing Committee of an Academy.
- 1.7 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 as well as with:
- (i) the Directors’ strategic plans and policies for the Academy;
 - (ii) any budget set for the Academy; and
 - (iii) any directions given or rules and regulations set by the Company Directors

2. Ethos And Vision Statement

2.1 The Trust's vision is as follows:

"To provide high quality education for all children based on clearly established Christian values and principles."

We see it as the right of every child in our academies to receive the best educational experience possible which develops them physically, academically, socially, spiritually and emotionally. We believe that every child should know that they are loved and valued and that each one should be able to reach their full potential.

We work closely and collaboratively with all our academies and other partners to ensure that we offer a strong caring ethos, a clear moral purpose and inclusive values. We believe that these foster:

- High academic standards and improve school performance
- Raised community aspirations
- An inclusive and welcoming environment for those of all faiths or of none
- An open Christian ethos within whose values all can achieve their full potential

We encourage all our academies to see themselves as part of a family with a shared vision and identity. This shared vision includes the wish to work in partnership with each other to support, challenge and encourage and so provide the very best educational experience to all their children.

Working with high performing schools and academies, National and Local Leaders in Education, Teaching Schools and other partners, we apply rigor in recruitment processes, particularly of senior leaders, to furnish our schools with the best leadership along with highly effective governance to secure high expectations for all schools and to ensure effective improvement systems and the raising of standards for all. We are committed to appointing and supporting the very best teachers to all our academies and to providing them with the resources, training and support they need to ensure all children progress well and achieve the very best they can.



3. Directors' Powers And Responsibilities

- 3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools and in particular the Academy as a Church of England school. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.
- 3.2 The Directors have a duty:
- 3.2.1 to comply with any lawful directions issued to the Company;
 - 3.2.2 to act in the fulfilment of the Company's objects.
- 3.3 Directors will have regard to the interests of the other academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy. In the light of this, the Local Governing Committee also acknowledges the desire and obligations on the Directors to put in place measures to ensure that any Academy for which the Company is responsible is supported when the need arises. Where this may have a financial impact on the Academy, any policy shall first be discussed with the Local Governing Committee and their views taken into account in relation to the setting and implementation of any such policy.
- 3.4 Article 101 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 102 and 105, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Committee of the Academy. The Directors may also delegate responsibility to the Headteacher.

- 3.5 The constitution, membership and proceedings of the Local Governing Committee is determined by the Directors and this Scheme of Delegation expresses such matters as well acknowledges the authority delegated to the Local Governing Committee in order to enable the Local Governing Committee to run the Academy and fulfil the Academy's mission.
- 3.6 With the consent of the Directors, the Local Governing Committees of two or more Academies may decide to collaborate or pool resources to further the objects of the Company more efficiently whether along geographical lines or otherwise. The Directors shall support and facilitate such collaboration. The Local Governing Committees who are collaborating shall keep the Directors informed of such collaboration in order for the Directors to provide effective support.
- 3.7 The Directors also recognise the role that Academies play in their communities and the Local Governing Committee is free to decide how such support and patronage is given. The Local Governing Committee shall ensure that any support is not inconsistent with the objects of the Company and the use on restrictions of its charitable resources and any advice or restrictions placed on the Company by the Secretary of State. The Local Governing Committee shall ensure that any formal collaboration or support is appropriately documented and the details notified to the Directors.
- 3.8 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Committee and/or attend any meeting of the Local Governing Committee.

4. Constitution Of The Local Governing Committee

4.1 Members of the Local Governing Committee

- 4.1.1 The number of people who shall sit on the Local Governing Committee shall be not less than three but, unless otherwise determined by the Directors, shall, in line with the direction of the Department of Education be of a size to ensure it is effective. Directors would prefer all Local Governing Committees to be no larger than ten but recognise that there may be instances where

this is not possible due to appointments by other bodies. Existing Governing Committees greater than this number at present are encouraged to reduce in size but only via natural occurrences and not by forced retirements.

4.1.2 The Local Governing Committee shall have the following members:

4.1.2.1 Up to 6 (foundation) members, appointed under clause 4.2.1;

4.1.2.2 1 staff member, appointed under clause 4.2.2;

4.1.2.3 2 parent members elected or appointed under clause 4.2.5;

4.1.2.4 the Headteacher of the Academy (the “Headteacher”); and

4.1.2.5 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 governing the affairs of the Company; and

4.1.2.6 the 6 members appointed under clause 4.1.2.1 (the “foundation members”) (or such greater number) so that at all times the number of foundation members shall exceed the number of other members serving on the Local Governing Committee (including the Directors) by at least 2.

4.1.3 The Local Governing Committee may also have co-opted members appointed under clause 4.3.

4.1.4 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Committee and attend any meetings of the Local Governing Committee. Any Director attending a meeting of the Local Governing Committee 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 Committee.

- 4.1.5 All persons appointed or elected to the Local Governing Committee shall give a written undertaking to the Directors to uphold the Object of the Company as detailed in the Articles of Association and to abide by the Code of Conduct for Local Governing Committees.

4.2 Appointment of members of the Local Governing Committee

- 4.2.1 The Local Governing Committee may appoint up to 6 persons to serve on the Local Governing Committee, having regard to any recommendations and views of the Directors in relation to ensuring that the people serving on the Local Governing Committee between them have an appropriate range of skills and experience and due attention is given to succession planning. One of whom (the 6 members) will be appointed Chair in accordance with Article 5.
- 4.2.2 The Local Governing Committee may appoint persons who are employed at the Academy to serve on the Local Governing Committee through such process as they may determine (staff), provided that the total number of such persons (including the Headteacher) does not exceed one third of the total number of persons on the Local Governing Committee. 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 Committee who are employed at the Academy, the Local Governing Committee shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Headteacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Committee.

- 4.2.4 The Headteacher shall be treated for all purposes as being an ex officio member of the Local Governing Committee.
- 4.2.5 Subject to clause 4.2.9, the parent members of the Local Governing Committee shall be elected by parents 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.
- 4.2.6 The Local Governing Committee shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Local Governing Committee, 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 Committee which is contested shall be held by secret ballot.
- 4.2.7 The arrangements made for the election of the parent members of the Local Governing Committee shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if she/he prefers, by having her/his ballot paper returned to the Academy by a registered pupil at the Academy.
- 4.2.8 Where a vacancy for a parent member of the Local Governing Committee is required to be filled by election, the Local Governing Committee 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.
- 4.2.9 The number of parent members of the Local Governing Committee required shall be made up by persons appointed by the Local Governing Committee if the number of parents standing for election is less than the number of vacancies.
- 4.2.10 In appointing a person to be a parent member of the Local Governing Committee pursuant to clause 4.2.9, the Local Governing Committee shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

- 4.2.11 The first parent and staff members of the Local Governing Committee shall be those people who filled those positions on the Governing Committee of the predecessor School at its closure (provided they remain eligible under this Scheme of Delegation), who shall serve on the Local Governing Committee for the remainder of the term of office for which they were elected to the predecessor Governing Committee.

4.3 Co-opted members of the Local Governing Committee

- 4.3.1 The Local Governing Committee may appoint up to 2 persons to be “Co-opted” to the Local Governing Committee. A person who shall be “Co-opted” to the Local Governing Committee means a person who is to serve on the Local Governing Committee without having been appointed or elected to serve on the Local Governing Committee. The Local Governing Committee 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 Committee would exceed one third of the total number of persons serving on the Local Governing Committee (including the Headteacher).

4.4 Term of office

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

The term of office of Governors on Local Governing Committees is currently under review and consultation will be undertaken during 2016/2017.

4.5 Resignation and removal

- 4.5.1 A person serving on the Local Governing Committee shall cease to hold office if she/he resigns his office by notice to the Local Governing Committee (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 4.5.2 A person serving on the Local Governing Committee shall cease to hold office if she/he is removed by the person or persons who appointed her/him. 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 Committee by a person or persons who appointed her/him, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. A person may also be removed by the Directors but only after the Directors have given due regard to any representations by the Local Governing Committee. This clause does not apply in respect of a person who is serving as a parent member on the Local Governing Committee.
- 4.5.3 If any person who serves on the Local Governing Committee in her/his capacity as an employee at the Academy ceases to work at the Academy then she/he shall be deemed to have resigned and shall cease to serve on the Local Governing Committee automatically on termination of her/his work at the Academy.
- 4.5.4 Where a person who serves on the Local Governing Committee resigns her/his office or is removed from office, that person or, where she/he is removed from office, those removing him, shall give written notice thereof to the Local Governing Committee who shall inform the Directors.

4.6 Disqualification of members of the Local Governing Committee

- 4.6.1 No person shall be qualified to serve on the Local Governing Committee unless she/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 Committee.

- 4.6.2 A person serving on the Local Governing Committee shall cease to hold office if she/he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.6.3 A person serving on the Local Governing Committee shall cease to hold office if she/he is absent without the permission of the Chair of the Local Governing Committee from all the meetings of the Local Governing Committee held within a period of six months and the Local Governing Committee resolves that her/his office be vacated.
- 4.6.4 A person shall be disqualified from serving on the Local Governing Committee if:
- 4.6.4.1 her/his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- 4.6.4.2 she/he is the subject of a bankruptcy restrictions order or an interim order.
- 4.6.5 A person shall be disqualified from serving on the Local Governing Committee at any time when she/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).
- 4.6.6 A person serving on the Local Governing Committee shall cease to hold office if she/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 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 4.6.7 A person shall be disqualified from serving on the Local Governing Committee if she/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 she/he by her/his conduct contributed to or facilitated.

- 4.6.8 A person shall be disqualified from serving on the Local Governing Committee at any time when she/he is:
- 4.6.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.9 A person shall be disqualified from serving on the Local Governing Committee if she/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.
- 4.6.10 A person shall be disqualified from serving on the Local Governing Committee where she/ 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 (or any statutory re-enactment or modification of that provision).
- 4.6.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Committee if she/he has not provided to the chair of the Directors 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 of the Board or the CEO confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether

a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

- 4.6.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Committee; and she/he was, or was proposed, to so serve, she/he shall upon becoming so disqualified give written notice of that fact to the Local Governing Committee who shall inform the Directors.
- 4.6.13 This clause 4.6 and paragraph 2 of Appendix One shall also apply to any member of any committee of the Local Governing Committee who is not a member of the Local Governing Committee.

5. Delegated Powers

5.1 General Provisions

- 5.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution, the management of the business of the Academy shall otherwise be delegated by the Directors to the Local Governing Committee who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Committee which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Committee by this Scheme of Delegation and a meeting of the Local Governing Committee at which a quorum is present may exercise all the powers so delegated.

- 5.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matters will be that of the Local Governing Committee.
- 5.1.3 The Appendices to this Scheme set out the general principles and levels of delegation of responsibilities from the Directors to the Local Governing Committee and from there to individuals. The Appendices will be reviewed by the Directors on an annual basis. Directors reserve the right to remove or alter any delegation at any time whilst having due regard to, but not being bound by, the views of the Local Governing Committee.
- 5.1.4 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Committee and without detracting from the generality of the powers delegated, the Local Governing Committee shall have the following powers, namely:
- 5.1.4.1 to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Local Governing Committee shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Company such part of the funds of the Company for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
 - 5.1.4.2 to enter into contracts on behalf of the Company in so far as they relate to the Academy and are permitted by the Directors.

- 5.1.5 In the exercise of its powers and functions, the Local Governing Committee may consider any advice given by the Headteacher and any other executive officer as well as the Directors.
- 5.1.6 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 Committee in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Local Governing Committee and the Directors.

5.2 Ethos and Values

- 5.2.1 Whilst the Local Governing Committee shall be responsible for ensuring that the Academy is conducted in accordance with its ethos and values referred to in clause 2, the determination of the Academy's ethos and mission statement shall be the responsibility of the Directors.
- 5.2.2 At all times, the Directors and the Local Governing Committee shall ensure that the Academy is conducted in accordance with the Object of the Company, the terms of the trust governing the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

5.3 Finance

- 5.3.1 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Local Governing Committee the responsibility to plan, manage and expend all monies received on account of the Academy for the purposes of the Academy subject to such restrictions or other stipulations as the Directors may impose from time to time in respect of the Academy. The Local Governing Committee acknowledges the support provided by the Directors and that certain costs will be incurred by them in undertaking their functions and meeting their responsibilities in relation to:

- 5.3.1.1 the production of corporate accounts for the Company and the auditing of those accounts;
- 5.3.1.2 ensuring appropriate insurances are in place and implementing a suitable risk management strategy;
- 5.3.1.3 the functions of the Company Secretary and Responsible Officer;
- 5.3.1.4 other central services and functions provided by the Directors.

There may be other services provided by the Directors on either an optional or a non-discretionary basis and these will be agreed with the Local Governing Committee. In light of this, the Local Governing Committee will be expected to meet a proportion of the costs incurred by the Directors, which shall be determined by the Directors on an annual basis. The Directors will on request make available to the Local Governing Committee full details of the expenditure incurred by the Directors on behalf of the Company and will in advance of each Academy whether for auditing purposes or not and whether such assessment is required by the Secretary of State or not. The Directors will notify the Local Governing Committee of its risk assessment policy from time to time and the Local Governing Committee shall use its best endeavours to comply with it at all times.

- 5.3.2 Whilst the Local Governing Committee shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 5.1.3, the Local Governing Committee shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above £10,000.
- 5.3.3 The Directors acknowledge the Local Governing Committee's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Local Governing Committee for the purposes for which they have been raised and otherwise solely at the discretion of the Local Governing Committee provided that this is within the objects of the Company. Proper accounts will be kept by the Local Governing Committee showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Company to note these funds separately in the accounts of the Company.

- 5.3.4 The accounts of the Company shall be the responsibility of the Directors but the Local Governing Committee shall provide such information about the finances of the Academy as often and in such format as the Directors shall reasonably require. Without prejudice to the above, the Local Governing Committee shall provide monthly management accounts to the Directors.
- 5.3.5 The Local Governing Committee 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.
- 5.3.6 The Local Governing Committee shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors options for identifying available funding.
- 5.3.7 The Local Governing Committee 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 and are responsibilities delegated to them pursuant to the Scheme.

5.4 Premises

- 5.4.1 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Committee, 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 Directors may have regard to, but not be bound by, the views of the Local Governing Committee in developing any mid to long term 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 Committee'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 Company will be that of the Directors.

5.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Company which shall recover the cost from the budget delegated to the Local Governing Committee.

5.5 Human Resources

5.5.1 Headteacher & Deputy Headteacher

5.5.1.1 The Directors shall appoint the Headteacher and Deputy Headteacher in accordance with the Articles. Representative(s) of the Local Governing Committee will be involved in the process.

5.5.1.2 The Directors and the Local Governing Committee may delegate such powers and functions as they consider are required by the Headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Local Governing Committee and for the direction of the teaching and curriculum at the Academy).

5.5.1.3 The Directors and the Local Governing Committee shall ensure that the Headteacher is committed to upholding a Church of England ethos in the Academy and the Mission of the Company.

5.5.2 Other Staff

5.5.2.1 The Local Governing Committee shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Local Governing Committee shall:

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

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

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

5.5.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;

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

5.5.2.1.6 where such staff are to be employed as members of the senior leadership team at the Academy, the Director's written consent to such appointments shall be obtained before any letters of offer of appointment are made to such a prospective employee.

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

5.6 Curriculum and Standards

- 5.6.1 In recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum, the Directors shall be responsible for setting and review of the curriculum but shall have regard to, but not be bound by, any views of the Local Governing Committee.
- 5.6.2 The Local Governing Committee shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors as they might issue from time to time.
- 5.6.3 Subject to the provisions of any statutory admissions code, the Local Governing Committee shall be responsible for the annual review of the Academy's admissions policy. The Directors shall be ultimately responsible for the setting and approval of the admissions policy and no change will be made to the admissions criteria without the written consent of the Directors.
- 5.6.4 Any decision to expand the Academy shall be that of the Directors but who shall have regard to the views of the Local Governing Committee.

5.7 Extended Schools and Business Activities

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

5.8 Regulatory Matters

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

6. Operational Matters

- 6.1 The Local Governing Committee shall comply with the obligations set out in the Appendix Two which deals with the day to day operation of the Local Governing Committee.
- 6.2 The Local Governing Committee will adopt and will comply with all policies of the Directors communicated to the Local Governing Committee from time to time following consultation in the development of such policies.
- 6.3 Both the Directors and all members of the Local Governing Committee have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 6.4 The Local Governing Committee will review its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 6.5 The Local Governing Committee shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.

- 6.6 The Local Governing Committee shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005 and any additional inspections and visitations of the Diocese Board of Education and any persons appointed by them for the purpose of ensuring that the Academy is following the practice and teachings of the Church of England.
- 6.7 The Local Governing Committee shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Committee under this Scheme of Delegation in such circumstances.

7. Annual Review

- 7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy.
- 7.2 Notwithstanding this Scheme of Delegation, the Directors have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.
- 7.3 Before making changes to the Scheme of Delegation that applies to one or more Academies, the Directors shall consult the Local Governing Committee or Committees affected. In considering any material change to the Scheme of Delegation or any framework on which it is based or any material change to the composition of a Local Governing Committee, the Directors will have regard and give due consideration to any views of the Local Governing Committee.

8. Intervention And Removal Of Delegated Responsibility

- 8.1 In the event that the Secretary of State requests that the Company carry out Specific Remedial Measures or Further Remedial Measures in accordance with and as defined in an Academy's Supplementary Funding Agreement, the relevant Local Governing Committee shall work closely with and shall promptly implement any advice or recommendations made by the Directors and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the relevant Local Governing Committee under this Scheme of Delegation in such circumstances.
- 8.2 Notwithstanding the above, the Directors and the Local Governing Committee acknowledge the value of maintaining a good working relationship particularly in the light of the levels of delegated responsibility within the Company and the impact this may have on the ability of the Directors to react when standards are falling and/or there is evidence of financial imprudence exposing the Local Governing Committee and possibly more widely the Company itself to a threat of intervention. The Directors and the Local Governing Committee in such circumstances makes the following commitment to each other:
- 8.2.1 to discuss openly any situation which in the opinion of either potentially lead to Specific Remedial Measures or Further Remedial Measures;
 - 8.2.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures;
 - 8.2.3 to allow each other the opportunity to effect improvements at the Academy through directions to be issued to persons appointed either by the Local Governing Committee (including the Headteacher) in relation to the governance of the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;

- 8.2.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time an interim Executive Board whose responsibility it will be to address the issues culminating in the threat of intervention, such interim Executive Board will be made up of an equal number of persons appointed by both Directors and the Local Governing Committee and shall have powers to act subject only to the fulfilment of the Object of the Company;
- 8.2.5 not as Directors to exercise any power to remove a Headteacher without first discussing the need to ensure that such power is being exercised appropriately and proportionately.

This Scheme of Delegation was executed as a Deed on

Executed on behalf of the Company by:

Executed on behalf of the Local Governing Committee by:

.....
Director

.....
Chair

In the presence of:

In the presence of:

Witness.....

Witness.....

Address.....

Address.....

Occupation.....

Occupation.....

or

Director.....

Director/Clerk.....



Appendix One

The Governing Committee Of : Name of the Academy

Nature of the Academy

Local Authority

Details of any formal collaboration with another school

Academies within the Cidari Multi Academy Trust

Composition of the Governing Committee

Derogation from the Scheme of Delegation

None

Members of the Local Governing Committee

1. The Local Governing Committee shall have the following members:

1.1 the Headteacher of the Academy;

1.2 2 parent members elected or appointed under clause XXXX;

1.3 1 staff members appointed under clause XXXX

1.4 Up to 6 foundation members pursuant to clause XXXX the number of whom shall at all times exceed the number of other members

APPENDIX 2

Key

Level 1: Members

Level 2: Board of trustees of the multi academy trust

Level 3: Chief executive officer

Level 4: Local governing committee (LGC)

Level 5: Academy Headteacher

Function **cannot** be legally carried out at this level.

✓ Action to be undertaken at this level

✓ Action to be undertaken at this level

A Provide advice and support to those accountable for decision making

<> Direction of advice and support

Area	Decision	Delegation				
		Members	Trust Board	CEO/ Executive	LGC	Academy Headteacher
People						
People	Members: Appoint/Remove	✓				
	Directors: Appoint/Remove	✓				
	CEO: Appoint/suspend/approve		✓			
	Executive: Appoint/suspend/approve		✓			
	Role descriptions for Directors/chair/specific roles/committee members: Agree		✓	<A		
	Trust Committee Chairs: Appoint/remove		✓			
	LGC Chairs: Appoint/remove		✓	<A	<A	<A
	Clerk to the Board: Appoint and remove		✓			
	Company Secretary to Board: Appoint and remove		✓			
	Headteacher: Appoint/suspend/remove		✓	<A	<A	
	Deputy Headteacher: Appoint/suspend/remove		✓	<A	<A	<A
	Teaching Staff: Appoint/suspend/remove				A>	✓
	Non-teaching staff: Appoint/suspend/remove			A>	A>	✓
	Clerk to LGC: Appoint/suspend/remove		✓	<A	<A	
	Variations to agreed academy staffing structure/establishment: Approve/Reject			✓	<A	<A

Area	Decision	Delegation				
		Members	Trust Board	CEO/ Executive	LGC	Academy Headteacher
	Schools wishing to join the Trust: Approve/reject		✓	<A		
Systems and Structures						
Systems and Structures	Articles of association: Agree and review	✓	<A			
	Governance structure (Committees) for the Trust: Establish and review annually		✓	<A		
	Terms of reference for Trust Committees (including audit if required, and scheme for school Committees): Agree annually		✓	<A		
	Structure of Local Governing Committees: Agree and review		✓	<A	<A	<A
	Skills audit for Trust Board and LGC members : Complete and recruit to fill gaps		✓	<A>	✓	<A
	Annual Trust assessment of the Trust Board and Committees: Complete annually		✓	<A		
	Annual self-review of LGC performance: Complete annually			A>	✓	<A
	Trust Chair's performance: Carry out 360 review periodically		✓	<A	<A	<A
	Trustee / Committee member contribution: Review annually		✓	<A		
	Succession: Plan		✓	<A>	✓	<A
	Director support and CPD programme: Agree and implement		✓	<A		
	Governor support and CPD programme: Agree and implement			✓	<A	<A
	Annual calendar of meetings: Agree		✓	<A		
	Annual calendar of meetings for LGC: Agree			✓	<A	<A

Area	Decision	Delegation				
		Members	Trust Board	CEO/ Executive	LGC	Academy Headteacher
	LGC procedures and practice: Review and agree			✓	<A	<A
Reporting						
Reporting	Trust governance details on Trust and academies' websites: Ensure			✓		
	Academy governance details on academy website: Ensure			✓	<A	
	Register of all interests, business, pecuniary, loyalty for members/trustees/committee members: Establish and publish		✓	<A>	✓	
	Annual report on performance of the Trust: Submit to members and publish		✓	<A		
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: Submit		✓	<A		
	Annual report on work of LGC: Submit to Trust and publish				✓	<A
Being Strategic						
	Trust's vision and strategy: Agree key priorities and key performance indicators (KPIs): Determine: Agree		✓	<A		
	Academy's mission and strategy within the ethos and mission of the trust: Agree key priorities and key performance indicators (KPIs): Determine: Agree			A>	✓	<A
	The vision, aims and values of the Trust: Review and monitor		✓	<A	<A	<A
	The mission, vision and aims of individual academies: Review and monitor		A>	A>	✓	<A

Area	Decision	Delegation				
		Members	Trust Board	CEO/ Executive	LGC	Academy Headteacher
Being Strategic	Company and Charity Law: Ensure compliance		✓			
	Services to be procured on behalf of individual academies: Identify		✓	<A		<A
	Centrally procured services procured to ensure best value: Identify and agree		✓	<A		<A
	Management of risk: Establish register, review and monitor		✓	<A>	✓	A
	Engagement with stakeholders		✓	✓	✓	✓
	Academy Improvement Strategy Plans: Approve		✓	<A		
	Academy Curriculum: Delivery			A>	✓	✓
	Academy Prospectus: Approve			A>	✓	<A
	Budget plan to support delivery of Trust key priorities: Agree		✓	<A		
	Standards of teaching: Monitor and improve			A>	✓	<A
	'Prevent Policy' and 'British Values': Agree and monitor		✓	<A>		✓
	'Prevent Policy' and 'British Values': Implement and monitor				✓	✓
	'Sex Education and relationships ' policy: Agree and monitor		✓	<A	<A	<A
	'Sex Education and Relationships, (SRE) ' policy: Implement				✓	✓
	Trust's staffing structure within agreed budget: Agree		✓	<A		

Area	Decision	Delegation				
		Members	Trust Board	CEO/ Executive	LGC	Academy Headteacher
	Academy staffing structure within agreed budget: Agree			A>	✓	<A
	Trust business continuity/disaster recovery: Approve, planning and oversight		A>	✓	<A	<A
	Academy business continuity/disaster recovery: Planning and oversight			✓	<A	<A
	Changes in government and other national policies: Plan and implement response		✓	<A		
	Buildings Development (Maintenance) Plan: Develop and implement			✓		<A
	Estates/(Property) Management Plan: Develop and oversee			✓		<A
	Change the academy category : Publish proposals		✓			
	School term dates, holidays and session times: Agree and approve		✓	<A>	✓	<A
Holding to Account						
	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): Agree		✓	<A>	✓	<A
	Reporting arrangements for progress on key priorities: Agree (cross reference with KPIs)		✓	<A>	✓	<A
	Performance management of the Chief Executive Officer:		✓			

Area	Decision	Delegation				
		Members	Trust Board	CEO/ Executive	LGC	Academy Headteacher
	Performance management of academy Headteacher:			✓	✓	
	Targets for pupil achievement: Agree			✓	✓	<A
Ensuring Financial Probity						
Financial Probity	Chief financial officer for delivery of Trust's detailed accounting processes: Appoint		✓	<A		
	Trust's scheme of financial delegation: Establish and review		✓	<A		
	Academy's scheme of financial delegation: Establish and review		✓	<A		
	Funding Agreements: Ensure compliance		✓			
	External auditors' report: Receive and respond		✓	<A	✓	<A
	CEO pay award: Agree		✓			
	Academy Headteacher pay award: Agree		✓	<A	<A	
	Staff appraisal procedure and pay progression: Monitor and agree		✓	<A>	<A>	✓
	Proposed individual academy budget: Develop			A>		✓
	Individual academy budget: Approve		✓			
	Monthly academy expenditure: Monitor				A>	✓

Area	Decision	Delegation				
		Members	Trust Board	CEO/ Executive	LGC	Academy Headteacher
	Variation to the budget without the overall academy budget going into deficit: Approve			✓		
	Expenditure outside the agreed budget: Approve		✓	<A		
	Local Governing Committee expenses scheme: Approve		✓			
	Benchmarking and Trust value for money: Ensure robustness		✓	<A		
	Benchmarking and academy value for money: Ensure robustness		✓	<A>	✓	<A
	Develop Trust wide procurement strategies and efficiency savings programme: Develop			✓		

Appendix Three

Functioning Of The Local Governing Committee

1. Chair And Vice-Chair Of The Local Governing Committee

- 1.1 The Chair of each Local Governing Committee shall be appointed by the Directors.
- 1.2 The Clerk of each Local Governing Committee shall be appointed by the Directors having due regard to, but not being bound by, the views of the Local Governing Committee.
- 1.3 The members of the Local Governing Committee shall each school year, at their first meeting in that year, elect a Vice Chair from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.5. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of election a Director of the Company (except where such person is a Director by virtue of being a member of a Local Governing Committee) shall be eligible for election as Vice-Chair.
- 1.4 Subject to paragraph 1.5, the Chair or Vice-Chair shall hold office as such until her/his successor has been elected in accordance with clauses 1.1 & 1.3.
- 1.5 The Chair or Vice-Chair may at any time resign her/his office by giving notice in writing to the Directors. The Chair or Vice-Chair shall cease to hold office if:
 - 1.5.1 she/he ceases to serve on the Local Governing Committee;
 - 1.5.2 she/he is employed by the Company whether or not at the Academy;

- 1.5.3 she/he is removed from office in accordance with this Scheme of Delegation; or
- 1.5.4 in the case of the Vice-Chair, she/he is appointed in accordance with this Scheme of Delegation to fill a vacancy in the office of Chair.
- 1.6 Where by reason of any of the matters referred to in paragraph 1.5, a vacancy arises in the office of Chair, the Directors shall appoint a new Chair.
- 1.7 Where by reason of any of the matters referred to in paragraph 1.5, a vacancy arises in the office of Vice Chair, members of the Local Governing Committee shall at its next meeting elect one of that number to fill the vacancy.
- 1.8 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.
- 1.9 Where in the circumstances referred to in paragraph 1.8 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 Committee shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.
- 1.10 Any election of the Vice-Chair which is contested shall be held by secret ballot.
- 1.11 The Chair may be removed from office by the Directors at any time.
- 1.12 The Vice-Chair may be removed from office by the Local Governing Committee in accordance with this Scheme.
- 1.13 A resolution to remove the Vice-Chair from office which is passed at a meeting of the Local Governing Committee shall not have effect unless:

- 1.13.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Committee held not less than fourteen days after the first meeting; and
- 1.13.2 the matter of the Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.14 Before a resolution is passed by the Local Governing Committee at the relevant meeting as to whether to confirm the previous resolution to remove the Vice-Chair from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the 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 Committee 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 her/his duties as a member of the Local Governing Committee shall disclose that fact to the Local Governing Committee as soon as she/he becomes aware of it. A person must absent herself/himself from any discussions of the Local Governing Committee in which it is possible that a conflict will arise between her/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 she/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 between the members of the Local Governing Committee and the Headteacher or any committee of the Local Governing Committee shall be referred to the Directors for their determination.

3. The Minutes

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Committee shall be drawn up and kept securely for the purpose by the person authorised to keep the minutes of the Local Governing Committee; and shall be signed (subject to the approval of the members of the Local Governing Committee) 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 members and/or officers made by the Local Governing Committee and/or Directors; and
 - 3.1.2 all proceedings at meetings of the Local Governing Committee and of committees of the Local Governing Committee including the names of all persons present at each such meeting.
- 3.2 The Chair shall ensure that copies of minutes of all meetings of the Local Governing Committee (and such of the committees as the Directors shall from time to time notify) shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

4. Committees

- 4.1 Subject to this Scheme of Delegation, the Local Governing Committee may establish any committee unless otherwise advised by the Directors.
- 4.2 The constitution, membership and proceedings of any committee shall be determined by the Local Governing Committee unless otherwise advised by the Directors.
- 4.3 The establishment, terms of reference, constitution and membership of any committee shall be reviewed at least once in every twelve months.
- 4.4 The membership of any committee may include persons who do not also serve on the Local Governing Committee, provided that a majority of the members of any such committee shall be members of the Local Governing Committee or Directors. The Local Governing Committee may determine that some or all of the members of a committee who are not Directors or who do not serve on the Local Governing Committee shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee unless the majority of members of the committee present are either Directors or who serve on the Local Governing Committee.

5. Delegation

- 5.1 Provided such power or function has been delegated to the Local Governing Committee, the Local Governing Committee may further delegate to any person serving on the Local Governing Committee, a committee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Committee may impose and may be revoked or altered.
- 5.2 Where any power or function of the Directors or the Local Governing Committee is exercised by any committee, any Director or

member of the Local Governing Committee, the Headteacher or any other holder of an executive office, that person or committee shall report to the Local Governing Committee 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 Committee immediately following the taking of the action or the making of the decision.

6. Meetings Of The Local Governing Committee

- 6.1 Subject to this Scheme of Delegation, the Local Governing Committee may regulate its proceedings as the members of the Local Governing Committee think fit unless otherwise instructed by the Directors..
- 6.2 The Local Governing Committee shall meet at least three times in every school year. Meetings of the Local Governing Committee shall be convened by the Clerk to the Local Governing Committee. In exercising her/his functions under this Scheme of Delegation the Clerk shall comply with any direction:
 - 6.2.1 given by the Directors or the Local Governing Committee; or
 - 6.2.2 given by the Chair of the Local Governing Committee or, in her/his absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Local Governing Committee, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.3 Any three members of the Local Governing Committee may, by notice in writing given to the Clerk, requisition a meeting of the Local Governing Committee; 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 Committee shall be given at least seven clear days' notice 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 Committee 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 her/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 she/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 Committee shall not be proposed at a meeting of the Local Governing Committee 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 Committee shall be terminated forthwith if:

6.7.1 the members of the Local Governing Committee so resolve; or

6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Committee in accordance with paragraph 6.10, subject to paragraph 6.12.

6.8 Where in accordance with paragraph 6.7.2 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 Committee resolves in accordance with paragraph 6.7.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Committee 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, the quorum for a meeting of the Local Governing Committee, and any vote on any matter thereat, shall be 40% (rounded up to a whole number) of the members of the Local Governing Committee of the total number of persons holding office on the Local Governing Committee at the date of the meeting. If the Directors have appointed any additional members of the Local Governing Committee pursuant to clause 4.1.2.5 of this Scheme of Delegation then a majority of the quorum must be made up of such persons.
- 6.11 The Local Governing Committee 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 in accordance with 4.2.9 of this Scheme;
 - 6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
 - 6.12.3 any vote on the removal of the Vice-Chair of the Local Governing Committee;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those

respective matters.

- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Committee 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 Committee shall have 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 in addition to any other vote she/he may have.
- 6.15 The proceedings of the Local Governing Committee 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 Committee.
- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Committee or of a committee of the Local Governing Committee, shall be valid and effective as if it had been passed at a meeting of the Local Governing Committee or (as the case may be) a committee of the Local Governing Committee 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 Committee and may include an electronic communication by or on behalf of the Local Governing Committee indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Committee in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, the Local Governing Committee shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Local Governing Committee;

- 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, 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 Committee is satisfied should remain confidential.
- 6.19 Any member of the Local Governing Committee shall be able to participate in meetings of the Local Governing Committee by telephone or video conference provided that:
- 6.19.1 she/he has given notice of her/his intention to do so detailing the telephone number on which she/he can be reached and/or appropriate details of the video conference suite from which she/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 Committee 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 of Delegation (other than a notice calling a meeting of the Local Governing Committee) 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 Committee to its members either personally or by sending it by post in a prepaid envelope addressed to the member at her/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 Committee by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Committee an address within the United Kingdom at which notices may be given to her/him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to her/him at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Committee.
- 7.3 A member of the Local Governing Committee present, either in person or in accordance with paragraph 6.19, at any meeting of the Local Governing Committee 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 In accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and provided that any such indemnity is limited accordingly, every member of the Local Governing Committee 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 her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which she/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

