



Twyford  
CofE  
Academies Trust

**Twyford Church of England Academies Trust**

**SCHOOL LOCAL GOVERNING BODY**

# **SCHEME OF DELEGATION**

**Effective Date: 26<sup>th</sup> May 2021**

## 1. INTRODUCTION

1.1 This Scheme of Delegation has been approved and adopted by the Directors and shall take effect 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. This Scheme of Delegation may be amended by resolution of the Board of Directors from time to time.

1.2 As a charity and company limited by guarantee, Twyford Church of England 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 in accordance with the Articles, the Company's funding agreement with the Department for Education and all relevant laws and regulations as they apply to Company, (the "Schools" and each a "School")

1.3 The Directors are accountable to:

1.3.1 the Education Funding Agency (EFA) as the Company's principal regulator under charity law;

1.3.2 the Department for Education (including any successor bodies) (DfE) pursuant to the funding agreements the Company has entered into with the DfE, for the quality of the education the Company provides, as assessed by OFSTED, and the Company's use of public funds paid pursuant to the funding agreements;

1.3.3 Companies House, as the company law compliance authority;

1.3.4 the London Diocesan Board for Schools (the "LDBS") to ensure that a School designated as a Church of England school is conducted as a Church of England school.

The Directors must therefore ensure systems are in place through which they can assure themselves of compliance with the requirements of these bodies and that good progress is being made towards meeting the Company's objectives.

1.4 The Directors have established a local governing body for each School pursuant to Article 100(a) of the Company's Articles ("Local Governing Body"). Each Local Governing Body will report to the Board of Directors on local issues for which responsibility is delegated in this document and will be tasked with implementing Company policies set by the Board.

1.5 This Scheme of Delegation sets out the:-

1.5.1 composition of each Local Governing Body and the framework under which they will operate;

1.5.2 the role, responsibilities and expectations of each local Governing Body and its members and its relationship to the relevant School and to the Board of Directors;

1.5.3 the basis on which the Board of Directors delegates certain of its functions and responsibilities to each Local Governing Body.

1.6 The Directors may supplement these terms with supplemental schemes of delegation for specific Schools.

## 2. **ETHOS AND MISSION STATEMENT**

- 2.1 The Company's mission is set out in Article 3A of the Articles and shall apply to each School.
- 2.2 Each School will work with other groups of schools, notably: LDBS schools; schools in the London Borough of Ealing and other Local Authorities in which our schools are situated; and other schools operated by the Company.
- 2.3 The Company's values are set out in Twyford Church of England Academies Trust Values Statement as determined by the Board from time to time [(appended to this Scheme of Delegation at Schedule 2)].

## 3. **DIRECTORS' POWERS AND RESPONSIBILITIES**

- 3.1 Under the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. The Board of Directors have overall responsibility and ultimate decision making authority for all the activities of the Company in pursuance of the Company's charitable objects and in accordance with the Articles.

- 3.2 Duties and responsibilities retained by the Board of Directors include:-

- 3.2.1 establishing and running schools and in particular, running each [faith designated] School as a Church of England school;
- 3.2.2 strategic planning and the setting of policy;
- 3.2.3 business planning, monitoring of budgets, performance management, the setting of standards, assessing and managing risk;
- 3.2.4 setting and overseeing the implementation of quality management processes;
- 3.2.5 appointing the Executive Headteacher, the Heads of School, the Clerk, the Responsible Officer, the Accounting Officer and the Chief Financial Officer;
- 3.2.6 challenging and holding the senior leadership team to account;
- 3.2.7 establishing and monitoring the activities of the Local Governing Bodies and other committees of the Board;
- 3.2.8 ensuring compliance with all statutes and regulations as they apply to academy trusts (including charity law, health and safety regulation, equality legislation and employment protection legislation);
- 3.2.9 ensuring compliance with the Articles and the funding agreements;
- 3.2.10 ensuring proper stewardship of the Company's public funds including regularity and propriety, efficiency and value for money;
- 3.2.11 approving each School's budget and the annual accounts of the Company;
- 3.2.12 to publish and regularly review the Company's governance arrangements.

The Directors have the power to direct change where required.

- 3.3 The Directors have duties under the Companies Act 2006 and the Charities Act 2011 to act in the fulfilment of the Company's objects, act in good faith and with reasonable skill, care and diligence, avoid conflicts of interest and exercise independent judgement.

- 3.4 The Directors also have a duty to the LDBS and Bishop to uphold the mission statement and object of the Company and to have regard to any advice of the LDBS or Bishop and to follow any directives issued by them.
- 3.5 Directors will have regard to the interests of the Schools for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of them.
- 3.6 Article 104 provides for the appointment by the Directors of committees, including the Local Governing Bodies to whom the Directors may delegate certain of the functions of the Directors.
- 3.7 The Powers and Responsibilities Matrix (as amended by the Board from time to time and attached at Schedule 1) details those duties of responsibilities retained by the Board of Directors (as well as those delegated to Local Governing Bodies, other committees, the senior management team and other officers).

#### 4. **CONSTITUTION OF LOCAL GOVERNING BODIES**

##### 4.1 **Membership of each Local Governing Body**

- 4.1.1 The number of people who shall sit on each Local Governing Body shall be not less than three but, unless otherwise determined by the Directors, shall not be subject to any maximum.
- 4.1.2 Each Local Governing Body shall have the following members:
  - 4.1.2.1 up to 6 foundation governors appointed pursuant to paragraph 4.2.11, (hereinafter referred to as the “foundation governors”);
  - 4.1.2.2 up to 2 staff governors who shall be employed by the Company to work at the relevant School and who shall be elected following such process as the Local Governing Body shall determine and provided that the number of such governors together with the Executive Headteacher and/or Head of School do not equal more than a third of the local governing body (hereinafter referred to as “staff governors”);
  - 4.1.2.3 2 parent governors who shall be elected or appointed in accordance with paragraphs 4.2.5 to 4.2.10 (hereinafter referred to as “parent governors”);
  - 4.1.2.4 the Head of School;
  - 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;
  - 4.1.2.6 a member of the Board of Directors appointed by the Directors;
  - 4.1.2.7 up to 3 co-opted members appointed under paragraph 4.2.1.
  - 4.1.2.8 such other persons appointed by the Board of Directors as they shall determine from time to time.
- 4.1.3 Local Governing Body members may also be Directors, but no Director, other than the Executive Head and those who also serve in the capacity of Governor will usually attend any meetings of a Local Governing body, apart from in an ex officio capacity, unless invited to attend by a Local Governing Body or required to

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

- 4.1.4 No person shall be elected to a Local Governing Body until they have first given a written undertaking to the Directors:-
- 4.1.4.1 that they have received, understood and will comply with the Company's Articles, funding agreement, this Scheme of Delegation; the Academies Financial Handbook;
  - 4.1.4.2 to uphold the object of the Company;
  - 4.1.4.3 to adhere to the Company's mission, Values Statement, Staff Code of Conduct and Conflicts of Interest Policy in place from time to time.

## 4.2 **Appointment of members of the Local Governing Body**

- 4.2.1 Each Local Governing Body may co-opt up to 3 persons to serve on the Local Governing Body, having regard to any recommendations and views of the Directors in relation to ensuring that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning. The Local Governing Body may invite the Local Authority to nominate such a person. The Local Governing Body may not co-opt a person who is employed at the relevant School if thereby the number of persons employed at that School serving on the Local Governing Body would exceed one third of the total number of persons serving on the Local Governing Body (including the Head of School).
- 4.2.2 Each Local Governing Body may appoint staff governors to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Head of School) does not exceed one third of the total number of persons on that Local Governing Body. The positions held by those employed at the School (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 4.2.3 Unless the Directors agree otherwise, in appointing staff governors to the Local Governing Body, each Local Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to that School (excluding the Head of School) 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.
- 4.2.4 The Head of School shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.2.5 Subject to paragraph 4.2.9, parent governors shall be elected by parents (or an individual exercising parental responsibility) of registered pupils at that School and he or she must be a parent (or an individual exercising parental responsibility) of a pupil at that School at the time when he or she is elected.
- 4.2.6 The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors, including any question of whether a person is a parent (or an individual exercising parental responsibility) of a registered pupil at that School. Any election of persons who are to be the parent governors which is contested shall be held by secret ballot.
- 4.2.7 The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to

do so electronically, by post or, if he prefers, by having his ballot paper returned to the relevant School by a registered pupil at that School.

- 4.2.8 Where a vacancy for a parent governor is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent (or an individual exercising parental responsibility) of a registered pupil at that School 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 governors required shall be made up by persons appointed by the Local Governing Body 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 governor pursuant to clause 4.2.9, the Local Governing Body shall appoint a person who is the parent (or an individual exercising parental responsibility) of a registered pupil at that School; or where it is not reasonably practical to do so, a person who is the parent (or an individual exercising parental responsibility) of a child of compulsory school age.
- 4.2.11 Foundation governors shall be appointed on the following basis:
  - 4.2.11.1 2 shall be appointed by the London Diocesan Board for Schools;
  - 4.2.11.2 2 shall be appointed by the Ealing deanery synod;
  - 4.2.11.3 1 shall be appointed by the Area Dean;
  - 4.2.11.4 1 shall be appointed by the Area Bishop.

#### 4.3 **Term of office**

Unless the Directors consent or direct otherwise, the term of office for any person serving on a Local Governing Body shall be 4 years, save that this time limit shall not apply to the Head of School and persons who are "Co-Opted" to the Local Governing Body who shall serve for 2 years or such other period as the Local Governing Body may decide is appropriate in the circumstances. Subject to remaining eligible to be a particular type of governor on the Local Governing Body, any person may be re-appointed or re-elected (including being "Co-opted" again) to the Local Governing Body.

#### 4.4 **Resignation and removal**

- 4.4.1 A person serving on a Local Governing Body shall cease to hold office if he resigns his office by written notice to the Local Governing Body.
- 4.4.2 A person serving on a Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst acknowledging that no reasons need to be given for the removal of a governor by a person or persons who appointed him, the Board expects the appointor to uphold the values of the Company (as set out in the Values Statement) and/or the School in reaching such a decision to remove and to act in a way which is appropriate in light of this Scheme of Delegation.
- 4.4.3 Any governor (except a foundation governor or a parent governor) may be removed by the Directors serving written notice on the Local Governing Body providing the Directors have first given due regard to any representations by the Local Governing Body.
- 4.4.4 Notwithstanding clause 4.4.3, the Directors may remove any governor from the Local Governing Body whose presence or conduct is deemed by the Directors, at their sole discretion, not to be in the best interests of the Company or the School.

4.4.5 A staff governor shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of their employment or engagement by the Company.

4.4.6 Where a governor resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Local Governing Body who shall inform the Directors and the nominating body (where applicable).

#### 4.5 **Disqualification of members of each Local Governing Body**

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

4.5.2 A person serving on a 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 full 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 178 of the Charities Act 2011 (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 where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

4.5.9 After the School has opened as an academy, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the chairman of the Local Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997.

- 4.5.10 In the event that the certificate discloses any information which would in the opinion of either the chairman or the Head of School 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.
- 4.5.11 Where, a person becomes disqualified from serving or continuing to serve on the Local Governing Body he shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors and the LDBS. .
- 4.5.12 This clause 4.5 and clause 6 shall also apply to any member of any committee of the Local Governing Body who is not a member of a Local Governing Body.

#### 4.6 **The Clerk**

- 4.6.1 The Trust appoints and deploys clerking resources from a central Trust Team as appropriate to ensure all committees of the Trust can function effectively and any clerk so appointed may be removed by them. .
- 4.6.2 The clerk's appointment and the terms of the appointment must be approved by the Board of Directors.

### 5. **CHAIRMAN AND VICE-CHAIRMAN OF EACH LOCAL GOVERNING BODY**

- 5.1 The members of each Local Governing Body shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number to serve until a successor is appointed or they cease to hold office. No person who is employed by the Company (whether or not at a School) shall be eligible for election as chairman or vice-chairman.
- 5.2 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Local Governing Body. The chairman or vice-chairman shall cease to hold office if:
  - 5.2.1 he ceases to serve on the Local Governing Body;
  - 5.2.2 he is employed by the Company whether or not at the School;
  - 5.2.3 his appointment is terminated by a resolution of the Local Governing Body or the Board of Directors;
  - 5.2.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
- 5.3 Where by reason of any of the matters referred to in clause 5.2, a vacancy arises in the office of chairman or vice-chairman, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 5.4 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 5.5 Where in the circumstances referred to in clause 5.4 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Local Governing Body shall elect one of their number to act as a chairman 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 School.
- 5.6 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.



- 5.7 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
- 5.7.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and
  - 5.7.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 5.8 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

## **6. CODE OF CONDUCT AND CONFLICTS OF INTEREST**

- 6.1 Each governor will agree to abide to the terms of the Company's Staff Code of Conduct and Conflicts of Interest Policy in place from time to time and shall discharge their functions in accordance with the terms of the Company's Values Statement.
- 6.2 Any member of a Local Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 6.3 For the purpose of clause 6.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the School.
- 6.4 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 6.5 Any disagreement between the members of a Local Governing Body and the Head of School or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

## **7. THE MINUTES**

- 7.1 The minutes of the proceedings of a meeting of a Local Governing Body shall be drawn up and kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- 7.1.1 all appointments of officers made by the Local Governing Body; and
  - 7.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.
- 7.2 The chairman shall ensure that copies of minutes of all meetings of a Local Governing Body (and such of the subcommittees 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.

## 8. **COMMITTEES**

8.1 Subject to this Scheme of Delegation, a Local Governing Body may establish any subcommittee providing that:-

8.1.1 the members of any subcommittee shall be required to comply with the terms of clauses 6 and 11 of this Scheme of Delegation and any other obligations or standards of conduct imposed on Local Governing Body members from time to time; and

8.1.2 the Local Governing Body shall not be permitted to delegate any of its powers or functions to a committee without the prior approval of the Board of Directors.

Subject as aforesaid and to the approval of the Directors, the constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors and the provisions of clause 4.5 shall apply to all the members of such subcommittee. Subject to the approval of the Directors the Local Governing Body may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Directors or who serve on the Local Governing Body.

8.2 In accordance with Article 105A, provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, subject to clause 8.1 a committee of the Local Governing Body, the Head of School 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 Body may impose and may be revoked or altered.

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

## 9. **MEETINGS OF THE LOCAL GOVERNING BODY**

9.1 Subject to this Scheme of Delegation and any directions of the Directors issued in writing from time to time, each Local Governing Body may regulate its proceedings as its governors think fit.

9.2 Each Local Governing Body shall meet at least three times in every school year.

9.3 Meetings of a Local Governing Body shall be convened by the clerk to the Local Governing Body on not less than 7 clear days written notice. The notice will be accompanied by an agenda. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:

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

9.3.2 given by the chairman of the Local Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Local

Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 9.3.1 above.

- 9.4 The chairman or any three members of a Local Governing Body may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 9.5 Where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 9.6 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.
- 9.7 The agenda for any meeting of a Local Governing Body will follow any template set by the Board of Directors from time to time but may also include any additional items as determined by the clerk.
- 9.8 A resolution to rescind or vary a resolution carried at a previous meeting of a Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 9.9 A meeting of a Local Governing Body shall be terminated forthwith if:
- 9.9.1 the members of the Local Governing Body so resolve; or
  - 9.9.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with clause 9.12, subject to paragraph 9.14.
- 9.10 Where in accordance with clause 9.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary 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.
- 9.11 Where a Local Governing Body resolves in accordance with paragraph 9.9 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.
- 9.12 Subject to paragraph 9.14, the quorum for a meeting of a Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting who are in each case present at the meeting and entitled to vote on the matters to be resolved. If the Directors have appointed any additional members of the Local Governing Body 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.
- 9.13 Each 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.
- 9.14 The quorum for the purposes of:
- 9.14.1 appointing a parent governor;

- 9.14.2 any vote on the removal of a governor in accordance with this Scheme of Delegation;
- 9.14.3 any vote on the removal of the chairman of the Local Governing Body;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters and shall include at least one Director.
- 9.15 Subject to this Scheme of Delegation, every question to be decided at a meeting of a Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every governor of that Local Governing Body shall have one vote.
- 9.16 Subject to paragraphs 9.12 – 9.14, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 9.17 The proceedings of a Local Governing Body shall not be invalidated by:
- 9.17.1 any vacancy on the board; or
- 9.17.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 9.18 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of a Local Governing Body or of a subcommittee of a Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 9.19 Subject to paragraph 9.20, each Local Governing Body shall ensure that a copy of:
- 9.19.1 the agenda for every meeting of the Local Governing Body;
- 9.19.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- 9.19.3 the signed minutes of every such meeting; and
- 9.19.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available to the Board of Directors and at the School to persons wishing to inspect them.
- 9.20 There may be excluded from any item required to be made available at the School in pursuance of paragraph 9.19, any material relating to:
- 9.20.1 a named teacher or other person employed, or proposed to be employed, at the School;
- 9.20.2 a named pupil at, or candidate for admission to, the School; and
- 9.20.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 9.21 Any member of a Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:

- 9.21.1 he has given reasonable notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- 9.21.2 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.
- 9.22 A governor may not appoint a proxy.

## 10. **NOTICES**

- 10.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 10.2 [Any notices required to be given to the Local Governing Body shall be given/addressed to the clerk or the chairman of the Local Governing Body.]

## 11. **GOVERNORS' RESPONSIBILITIES**

- 11.1 The governors will (and it shall be a condition of their appointment) abide by the Company's Staff Code of Conduct and Conflicts of Interest Policy in place from time to time and any other policy or regulation set by the Board of Directors regarding their conduct as a governor of the School.
- 11.2 Notwithstanding the foregoing, each governor will act in the best interests of the Company and the School at all times.
- 11.3 Governors shall keep confidential all information of a confidential nature obtained by them and relating to the School and the Company.
- 11.4 Each governor will abide by the relevant terms of the Company's Articles, funding agreement, this Scheme of Delegation (including the detailed Powers and Responsibilities Matrix issued by the Board of Directors from time to time and appended at Schedule 1) and the Academies Financial Handbook.
- 11.5 Each governor will adhere to the Company's mission and Values Statement.
- 11.6 The role of governors is to implement the Company's strategy, policies and priorities and to challenge School leadership and hold School senior leaders to account.
- 11.7 Governors will be expected to report to the Board of Directors against any KPIs or strategic priorities set by the Board on a termly and annual basis.
- 11.8 Governors will attend governor training sessions organised by the Company in order to update and improve their skills and knowledge for the effective running of the School and will participate, as requested by the Board of Directors from time to time, in governor self review processes.

## 12. RESPONSIBILITIES OF EACH LOCAL GOVERNING BODY

### 12.1 General Provisions

- 12.1.1 Each Local Governing Body will have oversight of its School's day to day activities and will adopt, comply with and implement all relevant policies and procedures of the Company communicated to the Local Governing Body from time to time. The Board of Directors will consult each Local Governing Body before adopting new relevant policies/procedures or updating existing ones.
- 12.1.2 Local Governing Bodies may establish and approve their own local procedures, policies and/or guidance notes providing these are consistent with Company policies directions and the Powers of Responsibilities Matrix.
- 12.1.3 Local Governing Body members 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 School and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 12.1.4 Each Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Directors and LDBS from time to time, in order to ensure that the governance of the School is best able to adapt to the changing political and legal environment.
- 12.1.5 Each Local Governing Body shall provide such information regarding the business of the School and the pupils attending the School as the Directors may require from time to time.
- 12.1.6 Each Local Governing Body shall submit to any inspections by the Directors, Statutory Inspections of Anglican and Methodist Schools and any inspections pursuant to section 48 of the Education Act 2005.
- 12.1.7 Each Local Governing Body 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 a Local Governing Body under this Scheme of Delegation in such circumstances.
- 12.1.8 Each Local Governing Body shall consider the need for any other specific commitments that might be made by the Directors, e.g. in relation to ethos, character, teachings, collective worship, policies, supporting other schools.

### 12.2 Powers and Responsibilities Matrix

- 12.2.1 Each Local Governing Body will have delegated authority and responsibility for those matters allocated to it in the Powers and Responsibilities Matrix issued to it by the Board of Directors from time to time (and appended at Schedule 1).
- 12.2.2 [Each Local Governing Body will support the senior leadership team and work positively with the Board of Directors and such other committees of the Company to ensure the effective and lawful operation of the Company and its Schools in accordance with the Powers and Responsibilities Matrix.]
- 12.2.3 Each Local Governing Body shall ensure that, subject always to the Powers and Responsibilities Matrix, 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 as well as the LDBS.

12.2.4 Each 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.

12.2.5 Each Local Governing Body shall, subject always to the Powers and Responsibilities Matrix, 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.

### 13. **ANNUAL REVIEW**

13.1 The Directors will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.

13.2 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 each Local Governing Body.

## **SCHEDULE 1 – POWERS AND RESPONSIBILITIES MATRIX**



**Schedule 2 - Twyford Trust Values Statement**

<p><b>Values / key themes:</b>          The Trust creates and maintains schools that:          Communicate the drama of salvation: creation, fall, redemption and restoration; articulating this narrative freshly through the schools' life, language and practices;          Provide for God to be worshipped in spirit and in truth          Trust schools will have:</p> <ul style="list-style-type: none"> <li>• A confident Christian identity, communicating the generosity and love of a living God              John 10.10b; 1 Tim 4.10</li> <li>• The conviction that every human being possesses intellectual capacity and distinct gifts that reflect the image of God. That this gift is given freely and is something to be shared for other's good. (Genesis 1.27; Romans 15.2; 1 Pet 4.10-11)</li> <li>• An attitude to life marked by creativity, ingenuity, enterprise, resilience, self-discipline and purposeful vision. (Matthew 25.14-30)</li> <li>• Dynamism, engaging the local community in the life of the schools; using the schools' resources to enrich and develop the life of the local community (Hebrew 13.2; Romans 12. 15-18; Mk 10.45; Philippians' 2.3-5; Hebrews 13,16; Titus 3. 1-2,8; Matthew 5.14-15)</li> <li>• Show care in use of the available resource, being responsible, showing simplicity and economy, being mindful of institutional duty.</li> <li>• Exemplify belief in the fundamental goodness of God's creation (Ge 1.31).</li> </ul>	<p><b>Values / key themes:</b>          The school will:</p> <p>Creation</p> <ul style="list-style-type: none"> <li>• Affirm God's love for every individual as seen in Jesus Christ (Jn 3.17; Ge 1.27);</li> <li>• Broaden students' horizons and nurture their faith; to offer opportunities for enrichment and enjoyment;</li> </ul> <p>Fall</p> <ul style="list-style-type: none"> <li>• Be a safe place in which mistakes can be made, learned from; forgiven; (Gal 6.2; Col 3.13-14)</li> <li>• Foster transformation of life: for individuals to be clothed with compassion, kindness, humility and patience, bearing with one another. Forgiving as the Lord has forgiven us. See Col 3:8-12</li> </ul> <p>Redemption</p> <ul style="list-style-type: none"> <li>• Develop in all individuals a respect for themselves and for others and a love of God (Ge 1.27, 2 Th 3.4-5);</li> <li>• Release the potential of each individual and equip them for life;</li> <li>• Prepare God's people for the life of good works they were created for (Ephesians 2.10, NRSV);</li> </ul> <p>Restoration</p> <ul style="list-style-type: none"> <li>• Encourage care for others before ourselves and the stewardship of the world (Phil 2.3; Mk 12.31);</li> <li>• To be an institution which is a force for good in the community and which corporately lives a life 'worthy of the Lord.' (cf. Colossians 1.10)</li> </ul>
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