

'They will soar on wings like eagles ...'

Isaiah 40:31



collaborate | enrich | trust | innovate | aspire | nurture

AQUILA, THE DIOCESE OF CANTERBURY ACADEMIES TRUST

SCHEME OF DELEGATION

Academic Year 2023-24

Contents

1. ... INTRODUCTION	3
2. ... DEFINITIONS AND INTERPRETATION	4
3. ... GENERAL	5
4. ... ACADEMIES WITH A RELIGIOUS CHARACTER, ETHOS AND MISSION STATEMENT	5
5. ... ACADEMIES WITHOUT A RELIGIOUS CHARACTER	6
6. ... MEMBERS.....	6
7. ... DIRECTORS.....	6
8. ... LOCAL GOVERNING BODIES (LGB)	7
9. ... CONSTITUTION OF THE LGB.....	8
10. TERM OF OFFICE OF LOCAL GOVERNORS	9
11. RESIGNATION AND REMOVAL.....	9
12. DISQUALIFICATION OF MEMBERS OF THE LGB.....	9
13. DELEGATED POWERS	10
14. ANNUAL REVIEW AND TERMINATION	13
APPENDIX 1: OPERATIONS OF THE LGB	14
1. ... CHAIR, VICE-CHAIR AND GOVERNANCE PROFESSIONAL OF THE LGB	14
2. ... CONFLICTS OF INTEREST	15
3. ... THE MINUTES	15
4. ... COMMITTEES.....	15
5. ... DELEGATION	15
6. ... MEETINGS OF THE LGB	16
7. ... QUORUM.....	17
8. ... PUBLICATION OF DOCUMENTS.....	17
9. ... REMOTE AND HYBRID MEETINGS.....	18
10. NOTICES.....	18
11. INDEMNITY	18

1. INTRODUCTION

Through inclusive and innovative practice, we nurture the Aquila family to provide exceptional learning experiences, enriching the lives of all in our unique communities.

To achieve our vision, we put schools and therefore children, staff and governors at the centre of our work. We have created an environment in which all our schools can flourish. Aquila academies are committed to working together to achieve the best possible outcomes for all our pupils. We also work effectively with other organisations including local and national government to create the very best opportunities for the children in our care. Our model offers key benefits which include:

- Meaningful help and assistance in achieving goals and improving school effectiveness.
- Well planned, sustainable engagement.
- Independence and interdependence.
- A focus on vocation, well-being and ministry to and among children and young people.

Although an organisation founded on Christian principles and traditions, we welcome any school that wishes to join our Trust.

The overarching governance arrangements within the Trust are different from those traditionally associated with a school. Each layer holds oversight or a strategic role as follows:

- **Members** – their role is similar to that of shareholders of a limited company and take an eyes on, hands-off approach to their oversight of the trust operation.
- **Trustees** – appointed by Members to oversee the business of Aquila, agreeing on the overarching strategic direction and ensuring robust governance.
- **Central Team** – manage the day to day business of the Trust in line with policies approved by Trustees.
- **Local Governing Bodies** – provide support and challenge to School Leadership Teams as the school implements policies and improvement plan priorities.
- **School Leadership Teams** – manage the day to day business of an individual School under the oversight of the Central Team with challenge and support from the Local Governing Body.

We believe that the best possible relationship with a Local Governing Body (LGB) and School Leadership Team, recognises strengths, capacity and vision, and requires a level of responsibility and autonomy appropriate to each particular circumstance. The Trust has been established to enable flexibility and responsiveness to local context and needs and will, therefore, delegate responsibilities for decision making to each of its member academies wherever possible.

This Scheme of Delegation has been developed to clarify the responsibilities and powers of the Directors, their employees, LGB's and local staff. It considers key aspects of the management of the Trust and its Academies and is in place to ensure compliance with legal requirements. It is intended to be read alongside the Trust's other financial control documents, policies and other associated literature.

For Community Schools and those without any religious character joining the Trust, we respect and will uphold the pre-conversion status of the school, reflecting this in the LGB representation and the associated Mission Statement in this Scheme. We feel passionate that as part of a family of academies we can learn and develop approaches suited to the needs of all our learners which can enable them to thrive regardless of social or religious context.

2. DEFINITIONS AND INTERPRETATION

In this Scheme:

"**Academy**" means all the schools referred to in Article 4 of the articles and established by the Company (any reference to "School" shall mean an academy of the trust);

"**Academy Trust Handbook**" means the ESFA's Academy Trust Handbook.

"**Articles**" means the Articles of Association of the Company.

"**Budget**" means the annual budget set by the Directors for the Academy in accordance with the Master Funding Agreement and/or the Relevant Funding Agreement.

"**CDBE**" means the Canterbury Diocesan Board of Education.

"**Directors**" means the Directors of the Company and known as Trustees of the Trust Board in Aquila. References in this scheme to any numbered 'Article' or 'Articles' shall mean those specific provisions of the Articles.

"**Governor(s)**" means those persons appointed by the Directors of the Company to be members of the Local Governing Body.

"**Head Teacher**" means the principal, head teacher, executive head teacher or head of school of the Academy.

"**Incumbent**" applies to Church of England academies only and means in relation to the ecclesiastical parish in which the Academy is situated:

- (a) the incumbent of the benefice of which the parish forms part; or
- (b) the minister licensed as priest-in-charge of that benefice or of a relevant parish within the benefice in which rights of presentation are suspended; or
- (c) the vicar in a team ministry whose duties in relation to that parish are assigned to him/her by a pastoral scheme or licence from the bishop - (whichever is applicable).

In case of vacancy or unwillingness of the Incumbent to act, such person as may be appointed to act in their stead by the Archdeacon of the Archdeaconary where the school is located.

"**LGB**" means the local governing body of the Academy constituted by clause 5.4 of this Scheme and pursuant to Articles 100 – 104.

"**Master Funding Agreement**" means the Master Funding Agreement entered into by the Company and the Secretary of State on 26th August 2014.

"**Relevant Funding Agreement**" means the Supplemental Funding Agreement entered into by the Company and the Secretary of State in respect of the Academy.

"**Secretary of State**" means the Secretary of State for Education and his successors.

"**Site Trustees**" means those Trustees normally associated with the schools founding body which hold the schools' sites and provide them to the Academy Trust for use and occupation by the Academy.

"**The Trust**" means the Diocese of Canterbury Academy Trust, also "The Company".

3. GENERAL

As a charity and company limited by guarantee, the Trust is governed by a Board of Directors (known in Aquila as Trustees) that is ultimately responsible for, and oversee, the management and administration of the Company and its academies.

The Trustees 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 provided by the Company and they are required to have systems in place through which they can assure themselves of quality, safety and good practice. In the case of a Church of England Academy, the Trustees are also accountable to the CDBE under the provisions of the Diocesan Boards of Education Measure 1991, and to the Site Trustees to ensure that the Academy is conducted as a Church of England school.

To discharge these responsibilities, the Trustees may appoint people with appropriate skills and knowledge to serve on the LGB which has been established to assist with the good governance of the School in accordance with this Scheme and Articles 100 - 104. This Scheme has been put in place by the Trust Board in accordance with the provisions of the Trust Articles and it should be read in conjunction with those Articles and also:

- the Trust Board's strategic plans and policies for Aquila;
- any budget set for the school; and
- any directions given or rules and regulations set by the Directors

The Trust has been developed with our vision at its heart. Through inclusive and innovative practice we nurture the Aquila family to provide exceptional learning experiences, enriching the lives of all in our unique communities. Our Values are **Collaborate, Enrich, Trust, Innovate, Aspire, and Nurture.**

4. ACADEMIES WITH A RELIGIOUS CHARACTER, ETHOS AND MISSION STATEMENT

Recognising the historic foundation of the Church of England education system, Aquila academies will preserve and develop their religious character in accordance with the principles of the Church of England and in partnership with the Church at Parish and Diocesan level. The each School aims to serve its community by providing an education of the highest quality within the context of Christian belief and practice. It encourages an understanding of the meaning and significance of faith and promotes Christian values through the experience it offers to all its pupils. Consistent with the values and mission statement of the Company, the Schools aim to promote a distinctive, inclusive community of learning that seeks to be underpinned by Christian values sourced in the Gospel narrative and enriching the whole educational experience. It aspires to excellence; to secure the best possible outcomes for children and young people, enabling them to fulfil their potential and make a worthwhile contribution to our diverse, dynamic society.

5. SCHOOLS WITHOUT A RELIGIOUS CHARACTER

Each academy will preserve and develop its character by being truly reflective of its community and the context to which it offers its service. The School will serve its community by providing an education of the highest quality offering pupils a unique and varied experience that enables them to experience life in all its fullness. The School will offer curricular and extra-curricular programmes that are appropriate to the needs of each child, enabling them to reach their full potential. The School will develop values and its mission with an aspirational view ensuring the highest expectations of every member of its school community.

6. MEMBERS

Academy Trusts are founded by Members who have a general duty to exercise their powers. Members play a limited but crucial role in safeguarding academy trust governance. While they must ensure they do not stray into undertaking the Academy Trustees' role, they ensure the governance of the Trust is effective, that Academy Trustees are acting in accordance with the Trust's charitable object(s) and that they, the Members, use their powers to step in if governance is failing.

There must always be a minimum of five Members. The Articles of Association (a document which outlines the governance structure and how the Trust will operate) describe how Members are recruited and replaced, and how many Trustees the Members can appoint to the Board of Trustees. The Members appoint Trustees to ensure that the Trust's charitable objects are carried out, and have the authority to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Board of Trustees 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.

Whilst Members are permitted to be appointed as Trustees, in order to retain a degree of separation of powers between the Members and the Board of Trustees, and in line with Department for Education expectations, not all Members are Trustees.

Members can, by special resolution, direct Academy Trustees to take a specific action where Academy Trustees are unable, or unwilling to act in the best interests of the Academy Trust. Members should consider using this power if they believe the Trust Board is failing to carry out its core functions, or is acting unlawfully. Other examples of when members might consider issuing a direction to Academy Trustees include where they believe an external review of governance should be carried out and the Academy Trustees have not done so, where the board has failed to act on child safeguarding, and where the Trust is in breach of its funding agreement. Members can amend the Articles of Association (including the objects clause), subject to any restrictions in the Articles, the Funding Agreement or charity and company law.

7. DIRECTORS (IN AQUILA KNOWN AS TRUSTEES)

The Directors have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of schools. This is both exercised through strategic planning and the setting of policy and is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality and risk management processes. The Directors have the power to direct change where required. The Board of Directors is the accountable body for the performance of all schools within the Trust and as such must:

- ensure clarity of vision, ethos, and strategic direction;
- hold Executive Leaders to account for the educational performance of the organisation and its children and young people, and the effective and efficient performance management of staff;
- oversee the financial performance of the Trust and make sure its money is well spent;

- oversee the Health and Safety of all children and young people, staff, and visitors; and ensuring safeguarding for all children and young people;
- comply with any lawful directions issued to the Company by any person having the power to issue such directions;
- act in the fulfilment of the Company's objects; and
- have regard to the advice of the CDBE generally and in particular in respect of upholding the Company's objects.

The Directors will have regard to the interests of the all schools for which the Company is responsible for, deciding and implementing any policy or exercising any authority in respect of the schools.

Articles 100 and 101 provide 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, and from the date of this Scheme, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme and which shall be known as the LGB of the Academy. The constitution, membership and proceedings of the LGB are determined by the Directors and this Scheme expresses such matters as well as acknowledging any authority delegated to the LGB to enable the LGB to assist with the running of the Academy and fulfil the Academy's mission. It is an expectation of the Directors that all Academies, for which the company is responsible, will collaborate as a family of Academies which exist to serve and help each other.

8. LOCAL GOVERNING BODIES (LGB)

The Board of Trustees will establish a Local Governing Body in each school. The Local Governing Body will:

- Develop an ethos and strategic direction for the School which reflects the schools community and religious purpose.
- Seek to understand and question how the school is led and managed, acting as a critical friend. The school Head Teacher will report on how the school is fulfilling the Trust's ethos, vision, and strategy.
- Agree an School improvement plan linked to the schools self evaluation and areas for improvement.
- Act as the panel when reviewing the school Head Teacher's decisions on exclusions, compliants, staff grievances and others as required.
- Be the consultative body for the school's stakeholders.
- Represent the school's stakeholders.
- Forge links with the community and provide a vehicle for trust board engagement with the school, its parents and local community, to help ensure that the Academy Trustees stay connected.
- Act as an ambassador for the school.
- Monitor, challenge and report on concerns from the Key Performance Indicators (KPIs) to the Trust Board and Ethos and Standards Committee where necessary.
- Assist the Trust in monitoring, challenging and reporting on concerns relating to the Health and Safety of all children and young people, staff, and visitors; and ensuring safeguarding for all children and young people.
- Bring issues and risks to the attention of the trust board.

- Provide constructive feedback to the Trust where a policy may not be effective in the local context, and suggest alternative approaches.
- Help ensure the trust works as one entity, in the interests of all its schools equally.

9. CONSTITUTION OF THE LGB

The LGB shall have the following members:

- 6 Director appointed Governors, 1 of these positions shall be reserved Ex-officio for the Incumbent in the case of an School with a religious character.
- 1 Staff Governor, appointed by the Directors via a staff election process.
- 2 Parent Governors, appointed by the Directors via a parent election process.
- The Head Teacher shall be treated as being an ex officio member of the LGB.

Director Appointed Governors

When appointing members to Director appointed governor positions, the trust will consider the school's original foundation and will follow the guidance of the CDBE in the case of a school with a religious character to ensure appropriate representation in line with Article 101B

Co-opted Governors

The LGB may co-opt up to two persons to the LGB with the approval of the Directors. A person who shall be “co-opted” to the LGB means a person who is to serve on the LGB without having been otherwise appointed or elected to serve on the LGB. Where wishing to co-opt a staff member, no appointment will be made if it would mean staff stakeholders exceed one-third of the total number of persons serving on the LGB (including the Head Teacher).

Parent Governors

The parent governors shall be elected by parents and legal guardians of registered pupils at the Academy and they must be a parent or legal guardian of a registered pupil at the School at the time of election.

The election process shall be decided by the directors and provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having the ballot paper returned to the School by a registered pupil at the School.

The number of parent governors of the LGB required shall be made up by persons appointed by the Directors if the number of parents standing for election is less than the number of vacancies. All persons appointed or elected to the LGB shall accept and follow the Trust Code of Practice.

Staff Governors

The Directors shall appoint one person in addition to the Head Teacher who is employed at the School to serve on the LGB through such process as they may determine, provided that the total number of such persons (including the Head Teacher) does not exceed one-third of the total number of persons on the LGB. The positions held by those employed at the School (e.g. teaching and support staff) may be taken into account when considering appointments.

The Directors (all or any of them) shall also be entitled to serve on the LGB attending in exceptional circumstances and speaking at any meetings. Any Director attending a meeting of the LGB shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the LGB.

10. TERM OF OFFICE OF LOCAL GOVERNORS

The Headteacher and Incumbent or Archdeacons Nominee shall be an ex officio members of the LGB;

- Director Appointed, Staff and Parent governors shall be appointed for four years.
- Co-opted members of the LGB shall be appointed for two years.
- Governors may be reappointed but this will follow any guidance or policy provided by the Trust Board.

11. RESIGNATION AND REMOVAL

A Governor can resign from office by offering written notice to the LGB (but only if at least three persons will remain in office when the notice of resignation is to take effect). A Staff Governor who ceases to work at the School shall be deemed to have resigned from the LGB. A person serving on the LGB shall cease to hold office if they are removed by the Directors. Where a person who serves on the LGB resigns from office or is removed from office, that person or, where they are removed from office, those removing them, shall give written notice to the Board.

12. DISQUALIFICATION OF MEMBERS OF THE LGB

Governors must be 18 or over at the date of election or appointment. Governors shall cease to hold office if they are absent from all the meetings without the permission of the LGB for six months. Governors shall cease to hold office if they become incapable of administering their own affairs through illness or injury. A person shall be disqualified from serving on the LGB if:

- their estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or
- they are subject of a bankruptcy restrictions order or an interim order.
- they are 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).

- they 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).
- they have 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 they were responsible or to which they were privy, or which by their conduct contributed to or facilitated.
- they have, 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 (persons disqualified from being charity trustees or trustees of a charity) of the Charities Act 2011.
- if they have not provided to the Directors a criminal records certificate at an enhanced disclosure level. In the event that the certificate discloses any information which would in the opinion of either the chair of the Board of Directors or the Head Teacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

When a person becomes disqualified from serving on the LGB, give written notice of that fact to the Board of Directors.

13. DELEGATED POWERS

13.1. General Provisions - Subject to the provisions of:

- the Companies Act 2006;
- the Articles;
- the strategic plan and policies of the Board;
- any Budget set by the Directors for the School; and
- any directions are given or rules and regulations set by the Directors of the Company -

The management of the business of the School shall be delegated by the Directors to the LGB. The LGB shall conduct the business by following any and all policies and guidance documents offered by the Trust Board, or its officers. The Appendices to this Scheme set out the general principles and levels of delegation of responsibilities from the Directors to the LGB and from there to individuals.

13.2. Ethos and Values - At all times, the Directors and the LGB shall ensure that the School is conducted in accordance with the objects of the Company, the terms of any trust governing the use of the land which is used for the purposes of the School, and the relevant funding agreement entered into with the Secretary of State for the funding of the School. The LGB must ensure it develops an ethos and strategic plan which is reflective of the schools community and, in the case of a school with a religious foundation, reflective of the schools founding purpose as a Church of England School.

13.3. Contracts - The Directors shall;

- Enter into contracts which are required to ensure the Trust's statutory duties and obligations can be met.
- Agree other contracts which affect the Trust as a whole and inline with the financial delegations with the Trust Finance and Control Policy.

The LGB shall;

- Enter into contracts on behalf of the Trust in so far as they relate to the School within the limits outlined by the Trust Finance and Control Policy and the values outlined within Appendix 2.

13.4. Finance - The Directors shall;

- Delegate to the LGB the responsibility to plan, manage and expend the monies delegated to the school under the Relevant Funding Agreement or otherwise for the purposes of the School as may be determined each year by the Directors in accordance with the Budget.
- Prepare and consider the accounts for the company.
- Ensure there is at least one director with skills and experience of financial matters.

The LGB shall;

- Ensure that procedures provided by the trust for the safeguarding of funds are followed and monitored.
- Provide information about the finances of the School as often and in such format as the Directors shall require. This includes providing monthly management accounts to the Directors.
- Promptly inform the Directors of any need for significant unplanned expenditure and will discuss options for identifying available funding with the Directors or the officers of the board.
- Develop and maintain a risk register keeping this under close review by identifying and developing risk management strategies.
- At all times adopt financial prudence in managing the financial affairs of the Company.

13.5. Premises - The Directors;

- Are responsible for acquiring, altering, improving and charge or otherwise dispose of property and land subject to such further consents as may be required by law or as may be required from bodies such as the Site Trustees or the Local Authority as landlords/licensors.
- Will develop a mid to long term strategy for the improvement of the buildings and facilities across the Trust. In developing the estate management strategy the trustees may have regard to, but not be bound by, the views of the LGB.

The LGB shall;

- Use monies apportioned in the Budget for the routine maintenance of the buildings and facilities.
- 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.
- May offer a view on the long term capital and facilities investment plans for the School.

13.6. Human Resources - Head Teacher - The Directors shall;

- Appoint the Head Teacher in accordance with Article 107.

The LGB shall:

- Contribute to the appointment process of the Head Teacher and act as critical friend to the head on a day to day operational basis.

The Directors and the LGB may delegate such powers and functions as they consider are required by the Head Teacher for the internal organisation, management and control of the School.

13.7. Human Resources - Other Staff - The Directors shall;

- Be responsible for the appointment and contractual management and compliance of all other staff (to include teaching and non-teaching staff) to be employed by the School, but may delegate all or any of these powers to the LGB as it may see fit.

The LGB shall:

- Comply with all policies dealing with staff issued by the Directors.
- Take account of any pay terms set by the Directors.
- Adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors.
- Manage any claims and disputes with staff members having regard to any advice and recommendations given by the Trust Employment Advisers.
- Monitor the performance management of all staff and shall follow all trust procedures for the proper professional and personal development of staff.
- Performance manage the Head Teacher.

13.8. Curriculum and Standards - The Directors shall:

- Ensure that the schools follow the National Curriculum
- Be accountable for the standards achieved by pupils across the Trust.
- Be ultimately responsible for the approval of the admissions policy and no change will be made to the admissions criteria without the written consent of the Directors and approval of the CDBE in the case of schools with a religious character.
- Make any decision to expand the School shall be that of the Directors (with the written consent of the Members and CDBE) who shall have regard to, but not be bound by, the views of the LGB and subject to consent from the DfE.

The LGB shall:

- Be responsible for the oversight and regular review of the standards achieved by the Schools pupils and specific groups of pupils.
- Be responsible for the annual review of the School's admissions policy in accordance with the Company's published principles or model policy for Admissions.

13.9. Regulatory Matters - The Directors shall:

- Be responsible for the satisfaction and observance of all regulatory and legal matters; however,

The LGB shall

- Do all such things as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.

13.10. Operational Matters - Both the Directors and all members of the LGB have a duty to 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. The LGB shall:

- Comply with the obligations set out in Appendix 2 which deals with the day-to-day operation of, and delegation of responsibilities to, the LGB.
- Adopt and comply with all policies and decisions of the Directors.
- Review any school policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, to ensure that the governance of the School is best able to adapt to the changing political and legal environment.
- Provide such data and information regarding the business of the School and the pupils attending the School as the Directors may require from time to time.
- 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 LGB under this Scheme in such circumstances.
- Commit to the principle of a professional, collegiate relationship with the other academies run by the Company in addition to the wider group of church schools and academies within the Diocese of Canterbury, using this network as a source of strength for improving outcomes.
- Strive towards ambitious and challenging goals;
 - serving children and young people in ways that relate to their humanity in all its fullness;
 - acknowledging and confronting their responsibility to safeguard the vulnerable and reach those marginalised by society;
 - modelling healthy, holistic relationships and engage in partnerships that operate for the benefit of the whole community;
 - appointing and equipping high-quality staff and nurturing teachers and school leaders, whilst being mindful of their vocation and well-being;
 - encouraging the dissemination of good practice, collaborative pedagogical projects, action research and professional development.

13.11. In the case of schools with a religious character - The LGB shall:

- Submit to any inspections by the Directors, and in the case of schools with a religious character any inspections pursuant to Section 48 of the Education Act 2005 (Statutory Inspections of Anglican and Methodist Schools).
- Have a duty to ensure that the School's policy, practice, improvement planning and self-evaluation reflects its religious character, ethos and vision, including any areas for development identified through a denominational inspection.

14. ANNUAL REVIEW AND TERMINATION

This Scheme shall be reviewed annually and shall operate from the beginning of the Academic Year for all Academies in the Trust. This Scheme may be terminated by the Directors at any time by giving notice in writing to the LGB.

APPENDIX 1: OPERATIONS OF THE LGB

1. CHAIR, VICE-CHAIR AND GOVERNANCE PROFESSIONAL OF THE LGB

1.1. The Directors

Appoint the chair (or chairs where a shared arrangement is to be implemented) of each LGB, following consultation with the LGB.

The Directors will consider the proposals for Chair at their first meeting of the academic year.

1.2. The LGB

Propose a chair to the Directors

Elect the vice chair

Appoint the governance professional following consultation with the Directors on trust wide arrangements.

Both the proposal for Chair and election of Vice Chair will take place at the last meeting of the LGB in any academic year.

1.3. Resignation of the Chair and Vice Chair

The chair or vice-chair may at any time resign their office by giving notice in writing to the Directors. The chair or vice-chair shall cease to hold office if:

- they cease to serve on the LGB;
- they are employed at the School;
- they are removed from office in accordance with this Scheme; or
- in the case of the vice-chair, they are appointed in accordance with this Scheme to fill a vacancy in the office of chair.

If a vacancy arises in the office of chair, the Directors shall appoint a new chair following consultation with the LGB.

If a vacancy arises in the office of vice chair, the LGB shall at its next meeting elect one of their number to fill that vacancy.

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. If 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 LGB shall elect one of their number to act as a chair for that meeting.

A person who is employed at the School nor a Director cannot be considered for the position of chair or vice chair.

Any election of the vice-chair which is contested shall be held by secret ballot.

1.4. Removal of the Chair or Vice Chair

The chair may be removed from office by the Directors at any time. The vice-chair may be removed by the Directors if a resolution to remove is passed by the LGB in accordance with this Scheme. A resolution to remove the vice-chair from office which is passed at a meeting of the LGB shall not have effect unless:

- it is confirmed by a resolution passed at a second meeting of the LGB held not less than fourteen days after the first meeting; and
- 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.

Before a resolution is passed by the LGB to remove the vice-chair from office, the person or persons proposing the 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

Any member of the LGB who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as that phrase is defined in paragraph below)) which conflicts or may conflict with their duties as a member of the LGB shall disclose that fact to the LGB as soon as they become aware of it. A person must absent themselves from any discussions of the LGB 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). For the purpose of the paragraph above, a person has a Personal Financial Interest if they are 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.

3. THE MINUTES

The minutes of the proceedings of a meeting of the LGB shall be drawn up by the Governance Professional, and shall be signed (subject to the approval of the members of the LGB) at the subsequent meeting by the person acting as chair. The minutes shall include a record of:

- all appointments of members and/or officers made by the LGB and/or the Directors; and
- all proceedings at meetings of the LGB and of committees of the LGB including the names of all persons present at each such meeting.

The chair shall ensure that copies of minutes and confidential minutes of all meetings of the LGB (and such of the subcommittees as the Directors shall from time to time notify) are provided in draft form to the Directors **Executive team** within 10 days of the meeting, then **in approved form** as soon as reasonably practicable after those minutes are approved by the members of the LGB, **so these can be shared with the CDBE.**

4. COMMITTEES

The LGB may establish subcommittees as it sees fit. Subcommittees may have delegated powers or responsibilities or may bring recommendations to a full LGB meeting for ratification. Any responsibilities delegated to the committee must be recorded in clearly defined Terms of Reference reflective of this Scheme.

5. DELEGATION

Provided such power or function has been delegated to the LGB, the LGB may further delegate to any Governor, subcommittee or the Head Teacher or any other holder of an executive office. Any such delegation will be made subject to any conditions either the Directors or the LGB may impose and may be revoked or altered and must be recorded in terms of reference reflective of this Scheme. Where any power or function is exercised, that person or subcommittee shall report to the LGB in respect of any action taken or decision made immediately following the taking of the action or the making of the decision.

6. MEETINGS OF THE LGB

The LGB must meet at least three times in every school year as a full body. Where the body only meets three times, they must ensure committees are constituted with appropriate terms of reference inline with the delegations in this scheme.

Meetings of the LGB shall be convened by the Governance Professional. In exercising their functions under this Scheme, the Governance Professional shall comply with any direction:

- given by the Directors or the LGB; or
- given by the Chair of the LGB, in their absence or where there is a vacancy in the office of chair, the vice-chair of the LGB, so far as such direction is not inconsistent with any direction given by the directors.

Any three members of the LGB may, by notice in writing given to the Governance Professional, requisition a meeting of the LGB; and it shall be the duty of the governance professional to convene such a meeting as soon as is reasonably practicable.

At least **seven** clear days before the date of a meeting, the Local Governance Professional shall ensure each member of the LGB is given;

- notice of the meeting which will include the date, time and venue in writing using the contact details held in GovernorHub; and
- a copy of the agenda for the meeting.

Provided that where the chair or, in their 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 they direct.

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.

A resolution to rescind or vary a resolution carried at a previous meeting of the LGB shall not be proposed at a meeting of the LGB unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

A meeting of the LGB shall be terminated or adjourned if;

- the members of the LGB so resolve; or
- the number of members present fails or ceases to constitute a quorum for a meeting of the LGB.

Where 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 Governance Professional 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.

Where the LGB resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the LGB 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 Governance Professional to convene a meeting accordingly.

7. QUORUM

The quorum for a meeting of the LGB, and any vote on any matter thereat, shall be any three of the members of the LGB or any one half (rounded up to a whole number) of the total number of members of the LGB at the date of the meeting, whichever is the greater. If the Directors have appointed any additional members of the LGB then the quorum must include all such persons. The LGB may act, notwithstanding any vacancies on its board, but, if the numbers of persons serving are 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. The quorum for:

- any vote on the removal of the Chair of the LGB;
- any vote on the appointment of a parent member in accordance with clause 9 of the Scheme;
- any vote on the removal of a person in accordance with this Scheme;

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.

Every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the LGB shall have one vote. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have. The proceedings of the LGB shall not be invalidated by:

- any vacancy on the board; or
- any defect in the election, appointment or nomination of any person serving on the LGB.

A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the LGB or of a subcommittee of the LGB, shall be valid and effective as if it had been passed at a meeting of the LGB or (as the case may be) a subcommittee of the LGB 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 LGB and may include an electronic communication by or on behalf of the LGB indicating their agreement to the form of a resolution providing that the member has previously notified the LGB in writing of the email address or addresses which the member will use.

8. PUBLICATION OF DOCUMENTS

The LGB shall ensure that these documents are, as soon as is reasonably practicable, made available at the school to persons wishing to inspect them;

- the agenda for every meeting of the LGB;
- the draft, and then signed, minutes of every such meeting, if they have been approved by the person acting as chair of that meeting; and
- any report, document or other paper considered at any such meeting.

There may be excluded from any item required to be made available any material relating to;

- a named teacher or other person employed, or proposed to be employed, at the School;
- a named pupil at, or candidate for admission to, the School; and
- any matter which, by reason of its nature, the LGB is satisfied should remain confidential.

9. REMOTE AND HYBRID MEETINGS

Any member of the LGB shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings of the LGB by telephone or video conference provided that:

- They have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting.
- The LGB has access to the appropriate equipment and has agreed a protocol for the use of such facilities.

If after all reasonable efforts, it does not prove possible for the member of the LGB to participate by telephone or video conference, the meeting may still proceed with its business provided it is quorate.

10. NOTICES

Any notice to be given to or by any person pursuant to this Scheme (other than a notice calling a meeting of the LGB) 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 telephone number or address used for the purposes of such communications.

A notice may be given by the LGB to its members either personally or by sending it by post in a prepaid envelope addressed to the member at their 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 LGB by the member. A member whose registered address is not within the United Kingdom and who gives to the LGB an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise, no such member shall be entitled to receive any notice from the LGB. A member of the LGB present, at any meeting of the LGB shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

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.

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.

11. INDEMNITY

Subject to the provisions of the Companies Act 2006 every member of the LGB or other officer or auditor of the Company acting in relation to the School shall be indemnified out of the assets of the Company against any liability incurred in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.