

**ASHTON WEST END PRIMARY ACADEMY
ACADEMY TRUST**



SCHEME OF DELEGATION

Contents

- 1. Introduction**
- 2. Ethos and Mission Statement**
- 3. Director's Power and Responsibilities**
- 4. Constitution of the Academy Trust**
- 5. Delegated Powers**
- 6. Operational Matters**
- 7. Annual Review**

Appendix

- 1. Chair and Vice Chair of the Academy Trust**
- 2. Conflict of Interest**
- 3. The minutes**
- 4. Committees**
- 5. Delegation**
- 6. Meeting of the Academy Trust**
- 7. Notices**
- 8. Indemnity**

Approved by: The Governing Board on the 1st April 2015

Reviewed : Sept 2016

Reviewed: 23rd Sept 2017

Reviewed: Jan. 2018

Next review date: Jan 2019

**ASHTON WEST END PRIMARY
ACADEMY TRUST
SCHEME OF DELEGATION**

1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Ashton West End Academy Trust is governed by a Board of Directors who are responsible for, and oversee, the management and administration of the Company.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on a board which has been established to ensure the good governance of the Academy.
- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the members of the Academy Trust and the commitments to each other to ensure the success of the Academy.
- 1.5 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. ETHOS AND MISSION STATEMENT

- 2.1 The Academy's mission is as follows:
- 2.2 **ETHOS:** The ethos and atmosphere underpin the agreed aims of the school. Teachers will provide a broad and balanced curriculum which will develop the

skills, concepts and knowledge necessary for future learning. In the course of their daily work the staff will contribute to the development of this ethos through:

- Provide a calm, quiet and effective working environment at all times, in which each child achieve his or her maximum potential.
- Provide a welcoming environment, in line with the school's Discipline for Learning and Behaviour policy.
- Maintaining purposeful and informative, planning, record-keeping and assessment documents in line with the school's record keeping and assessment policy statement.
- Effective management of their professional time.
- Developing links with the wider community
- Providing children with meaningful, purposeful tasks, related to the National Curriculum programme of study.
- Valuing and celebrating pupils' success and achievements.
- Reviewing personal and professional development by providing appropriate INSET, training and support from colleagues in order to ensure a high level of professional expertise.
- Welcoming, supporting and teaching of teaching and non-teaching students.

3. DIRECTORS' POWERS AND RESPONSIBILITIES

3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of the Academy and in particular the Academy as a school. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.

3.2 The Directors have a duty to act in the fulfilment of the Company's objects.

The Directors also have a duty to uphold the object of the Company.

3.3 Article 101 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 102 and 105, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Academy Trust.

3.4 The constitution, membership and proceedings of the Academy Trust is determined by the Directors and this Scheme of Delegation expresses such matters as well acknowledges the authority delegated to the Academy Trust in order to enable the Academy Trust to run the Academy and fulfil the Academy's mission.

4. **CONSTITUTION OF THE ACADEMY TRUST**

4.1 **Members of the Academy Trust**

4.1.1 The number of people who shall sit on the Academy Trust shall be not less than three but, unless otherwise determined by the Directors, shall not be subject to any maximum.

4.1.2 The Academy Trust shall have the following members:

4.1.2.1 [Up to] 12 members, appointed under clause 4.2.1;

4.1.2.2 Two staff members, appointed under clause 4.2.2;

4.1.2.3 provided there are not less than 2] parent members elected or appointed under clause 4.2.5;

4.1.2.4 the head teacher of the Academy (the "Principal"); [and]

4.1.2.5 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the "Secretary of State") pursuant to clause 102c) of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company; [and

- 4.1.3 The Academy Trust may also have co-opted members appointed under clause 4.3.
- 4.1.4 The Directors (all or any of them) shall also be entitled to serve on the Academy Trust and attend any meetings of the Academy Trust. Any Director attending a meeting of the Academy Trust shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Academy Trust.
- 4.1.5 All persons appointed or elected to the Academy Trust shall give a written undertaking to the Directors to uphold the object of the Company.]

4.2 **Appointment of members of the Academy Trust**

- 4.2.1 The Academy Trust may appoint up to 12 persons to serve on the Academy Trust, having regard to any recommendations and views of the Directors in relation to ensuring that the people serving on the Academy Trust between them have an appropriate range of skills and experience and due attention is given to succession planning.
- 4.2.2 The Academy Trust may appoint persons who are employed at the Academy to serve on the Academy Trust through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the Academy Trust. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 4.2.3 Unless the Directors agree otherwise, in appointing persons to serve on the Academy Trust who are employed at the Academy the Academy Trust shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Academy Trust.

- 4.2.4 The Principal shall be treated for all purposes as being an ex officio member of the Academy Trust.
- 4.2.5 Subject to clause 4.2.9, the parent members of the Academy Trust shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.2.6 The Academy Trust shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Academy Trust, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Academy Trust which is contested shall be held by secret ballot.
- 4.2.7 The arrangements made for the election of the parent members of the Academy Trust shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
- 4.2.8 Where a vacancy for a parent member of the Academy Trust is required to be filled by election, the Academy Trust shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.2.9 The number of parent members of the Academy Trust required shall be made up by persons appointed by the Academy Trust if the number of parents standing for election is less than the number of vacancies.
- 4.2.10 In appointing a person to be a parent member of the Academy Trust pursuant to clause 4.2.9, the Academy Trust shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

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

4.3 **Co-opted members of the Academy Trust**

4.3.1 The Academy Trust may appoint up to [3] persons to be “Co-opted” to the Academy Trust. A person who shall be “Co-opted” to the Academy Trust means a person who is to serve on the Academy Trust without having been appointed or elected to serve on the Academy Trust. The Academy Trust may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Academy Trust would exceed one third of the total number of persons serving on the Academy Trust (including the Principal).

4.4 **Term of office**

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

4.5 **Resignation and removal**

4.5.1 A person serving on the Academy Trust shall cease to hold office if he resigns his office by notice to the Academy Trust (but only if at least three persons will remain in office when the notice of resignation is to take effect).

4.5.2 A person serving on the Academy Trust shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Academy Trust by a person or persons who appointed him, any failure to uphold the

values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. A person may also be removed by the Directors but only after the Directors have given due regard to any representations by the Academy Trust. This clause does not apply in respect of a person who is serving as a parent member on the Academy Trust.

4.5.3 If any person who serves on the Academy Trust in his capacity as an employee at the Academy ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Academy Trust automatically on termination of his work at the Academy.

4.5.4 Where a persons who serves on the Academy Trust 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 Academy Trust who shall inform the Directors

4.6 **Disqualification of members of the Academy Trust**

4.6.1 No person shall be qualified to serve on the Academy Trust unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the Academy Trust.

4.6.2 A person serving on the Academy Trust shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

4.6.3 A person serving on the Academy Trust shall cease to hold office if he is absent without the permission of the Chair of the Academy Trust from all the meetings of the Academy Trust held within a period of six months and the Academy Trust resolves that his office be vacated.

4.6.4 A person shall be disqualified from serving on the Academy Trust if:

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

- 4.6.4.2 he is the subject of a bankruptcy restrictions order or an interim order.
- 4.6.5 A person shall be disqualified from serving on the Academy Trust 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).
- 4.6.6 A person serving on the Academy Trust shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.6.7 A person shall be disqualified from serving on the Academy Trust 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.
- 4.6.8 A person shall be disqualified from serving on the Academy Trust at any time when he is:
- 4.6.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.9 A person shall be disqualified from serving on the Academy Trust if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

- 4.6.10 A person shall be disqualified from serving on the Academy Trust where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 4.6.11 After the Academy has opened, a person shall be disqualified from serving on the Academy Trust if he has not provided to the chairman of the Academy Trust a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 4.6.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Academy Trust; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Academy Trust.
- 4.6.13 This clause 4.6 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Academy Trust who is not a member of the Academy Trust.

5. DELEGATED POWERS

5.1 General Provisions

- 5.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution the management of the business of the Academy shall be delegated by the Directors to the Academy Trust who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of the Academy Trust which would have been valid if that

alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Academy Trust by this Scheme of Delegation and a meeting of the Academy Trust at which a quorum is present may exercise all the powers so delegated.

5.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of the Academy Trust.

5.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Academy Trust and without detracting from the generality of the powers delegated, the Academy Trust shall have the following powers, namely:

5.1.3.1 to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Academy Trust shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Company such part of the funds of the Company for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and

5.1.3.2 to enter into contracts on behalf of the Company in so far as they relate to the Academy.

5.1.4 In the exercise of its powers and functions, the Academy Trust may consider any advice given by the Principal and any other executive officer as well as the Directors [and the [DBE] [Archbishop] [Bishop]].

5.1.5 [Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the Academy Trust in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Academy Trust [and the Directors].]

5.2 **Ethos and Values**

5.2.1 Whilst the Academy Trust shall be responsible for ensuring that the Academy is conducted in accordance with its ethos and values referred to in clause 2, the determination of the Academy's ethos and mission statement shall be the responsibility of the Directors.

5.2.2 At all times, the Directors and the Academy Trust shall ensure that the Academy is conducted in accordance with the object of the Company, [the terms of the trust governing the use of the land which is used for the purposes of the Academy] and any agreement entered into with the Secretary of State for the funding of the Academy.

5.3 **Finance**

5.3.1 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Academy Trust the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy [less [[x] % of the funds received from the Secretary of State] [an amount to be determined each year by the Directors [acting reasonably]].

5.3.2 Whilst the Academy Trust shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 5.1.3, the Academy Trust shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above £10,000

5.3.3 The accounts of the Company shall be the responsibility of the Directors but the Academy Trust shall provide such information about the finances of the Academy as often and in such format as the Directors shall [reasonably] require. [Without prejudice to the above,

the Academy Trust shall provide monthly management accounts to the Directors.]

- 5.3.4 The Academy Trust shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 5.3.5 The Academy Trust shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 5.3.6 The Academy Trust shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy.

5.4 **Premises**

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

5.5 Resources

5.5.1 Principal

5.5.1.1 The Directors shall appoint the Principal. The Directors and the Academy Trust may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Academy Trust and for the direction of the teaching and curriculum at the Academy).

5.5.2 Other Staff

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

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

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

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

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

5.5.2.2 The Academy Trust shall carry out the performance management of all staff (including the Principal) and shall put in place procedures for the proper professional and personal development of staff.

5.6 Curriculum and Standards

5.6.1 The Academy Trust shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Directors in

recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.

5.6.2 The Academy Trust shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors as they might issue from time to time.

5.6.3 The Academy Trust shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Directors.

5.6.4 Any decision to expand the Academy shall be that of the Directors.

5.7 **Extended Schools and Business Activities**

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

5.8 **Regulatory Matters**

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

6. **OPERATIONAL MATTERS**

6.1 The Academy Trust shall comply with the obligations set out in the Appendix which deals with the day to day operation of the Academy Trust.

- 6.2 The Academy Trust will adopt and will comply with all policies of the Directors and communicated to the Academy Trust from time to time.
- 6.3 Both the Directors and all members of the Academy Trust have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 6.4 The Academy Trust will review its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 6.5 The Academy Trust shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 6.6 The Academy Trust shall submit to any inspections by the Directors [and any inspections pursuant to section 48 of the Education Act 2005] [and any additional and any person appointed by him for the purpose of ensuring that the Academy is being conducted in accordance to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.]
- 6.7 The Academy Trust shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Academy Trust under this Scheme of Delegation in such circumstances.
- 6.8 [Consider the need for any other specific commitments that might be made by the Directors and the Academy Trust, e.g. in relation to ethos, character, teachings, collective worship, policies, supporting other schools.]

7. ANNUAL REVIEW

- 7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy. Where applicable, it will be based on the framework

Scheme of Delegation that will have been put in place on the incorporation of the Company and will have been attached to Company's first Articles of Association.

- 7.2 Notwithstanding this being the first Scheme of Delegation to apply in respect of the Academy, 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.
- 7.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Academy Trust.

APPENDIX

FUNCTIONING OF THE ACADEMY TRUST

1. CHAIRMAN AND VICE-CHAIRMAN OF THE ACADEMY TRUST

- 1.1 The members of the Academy Trust 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 a vacancy occurs as envisaged in paragraph 1.3. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of election already a Director of the Company (except where such person is a Director by virtue of being the incumbent chairman) shall be eligible for election as chairman or vice-chairman, noting for the avoidance of doubt that once elected the chairman will be eligible to serve as a Director of the Company pursuant to the provisions of Articles 51 and 52.
- 1.2 Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
- 1.3 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Academy Trust. The chairman or vice-chairman shall cease to hold office if:
- 1.3.1 he ceases to serve on the Academy Trust;
 - 1.3.2 he is employed by the Company whether or not at the Academy;
 - 1.3.3 he is removed from office in accordance with this Scheme of Delegation; or
 - 1.3.4 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.
- 1.4 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the members of the Academy Trust shall at its next meeting elect one of their number to fill that vacancy.
- 1.5 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.

- 1.6 Where in the circumstances referred to in paragraph 1.5 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Academy Trust 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 Academy nor a Director.
- 1.7 A Director shall act as chairman during that part of any meeting at which the chairman is elected.
- 1.8 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.9 The chairman or vice-chairman may only be removed from office by the Directors at any time or by the Academy Trust in accordance with this Scheme of Delegation.
- 1.10 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Academy Trust shall not have effect unless:
- 1.10.1 it is confirmed by a resolution passed at a second meeting of the Academy Trust held not less than fourteen days after the first meeting; and
- 1.10.2 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.
- 1.11 Before a resolution is passed by the Academy Trust 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.

2. CONFLICTS OF INTEREST

- 2.1 Any member of the Academy Trust 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 Academy Trust shall disclose that fact to the Academy Trust as soon as he becomes aware of it. A person must absent himself from any discussions of

the Academy Trust in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of the Academy Trust and the Principal or any subcommittee of the Academy Trust shall be referred to the Directors for their determination.

3. **THE MINUTES**

- 3.1 The minutes of the proceedings of a meeting of the Academy Trust shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Academy Trust; and shall be signed (subject to the approval of the members of the Academy Trust) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
 - 3.1.1 all appointments of officers made by the Academy Trust; and
 - 3.1.2 all proceedings at meetings of the Governing Body and of committees of the Academy Trust including the names of all persons present at each such meeting.
- 3.2 The chairman shall ensure that copies of minutes of all meeting of the Academy Trust (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.

4. **COMMITTEES**

- 4.1 Subject to this Scheme of Delegation, the Academy Trust may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Academy Trust but having regard to any views of the Directors. 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 Academy Trust, provided that a majority of the members of any such subcommittee shall be members of the Academy Trust or Directors. The Academy Trust may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Academy Trust 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 Academy Trust.

5. DELEGATION

- 5.1 Provided such power or function has been delegated to the Academy Trust, the Academy Trust may further delegate to any person serving on the Academy Trust, committee, the Principal 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 Academy Trust may impose and may be revoked or altered.
- 5.2 Where any power or function of the Directors or the Academy Trust is exercised by any subcommittee, any Director or member of the Academy Trust, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Academy Trust in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Academy Trust immediately following the taking of the action or the making of the decision.

6. MEETINGS OF THE ACADEMY TRUST

- 6.1 Subject to this Scheme of Delegation, the Academy Trust may regulate its proceedings as the members of the Academy Trust think fit.
- 6.2 The Academy Trust shall meet at least three times in every school year. Meetings of the Academy Trust shall be convened by the secretary to the Academy Trust. In exercising his functions under this Scheme of Delegation the secretary shall comply with any direction:
- 6.2.1 given by the Directors or the Academy Trust; or

- 6.2.2 given by the chairman of the Academy Trust or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Academy Trust, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.3 Any three members of the Academy Trust may, by notice in writing given to the secretary, requisition a meeting of the Academy Trust; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.
- 6.4 Each member of the Academy Trust shall be given at least seven clear days before the date of a meeting:
- 6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the Academy Trust at the address provided by each member from time to time; and
- 6.4.2 a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Academy Trust shall not be proposed at a meeting of the Academy Trust unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Academy Trust shall be terminated forthwith if:
- 6.7.1 the members of the Academy Trust so resolve; or
- 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Academy Trust in accordance with paragraph 6.10, subject to paragraph 6.12.

- 6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the 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.
- 6.9 Where the Academy Trust resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Academy Trust 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.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of the Academy Trust, and any vote on any matter thereat, shall be any three of the members of the Academy Trust, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Academy Trust at the date of the meeting. If the Directors have appointed any additional members of the Academy Trust pursuant to clause 4.1.2.5 of this Scheme of Delegation then a majority of the quorum must be made up of such persons.
- 6.11 The Academy Trust may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.12 The quorum for the purposes of:
- 6.12.1 appointing a parent member;
 - 6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
 - 6.12.3 any vote on the removal of the chairman of the Academy Trust;
- 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 [plus a Director].
- 6.13 Subject to this Scheme of Delegation, every question to be decided at a

meeting of the Academy Trust shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Academy Trust shall have one vote.

6.14 Subject to paragraphs 6.10 – 6.12, 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.

6.15 The proceedings of the Academy Trust shall not be invalidated by

6.15.1 any vacancy on the board; or

6.15.2 any defect in the election, appointment or nomination of any person serving on the Academy Trust.

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

6.17 Subject to paragraph 6.18, the Academy Trust shall ensure that a copy of:

6.17.1 the agenda for every meeting of the Academy Trust;

6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;

6.17.3 the signed minutes of every such meeting; and

6.17.4 any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

6.18 There may be excluded from any item required to be made available in

pursuance of paragraph 6.17, any material relating to:

6.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;

6.18.2 a named pupil at, or candidate for admission to, the Academy; and

6.18.3 any matter which, by reason of its nature, the Academy Trust is satisfied should remain confidential.

6.19 Any member of the Academy Trust shall be able to participate in meetings of the Academy Trust by telephone or video conference provided that:

6.19.1 he has given 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

6.19.2 the Academy Trust has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

7. NOTICES

7.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Academy Trust) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

7.2 A notice may be given by the Academy Trust to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the member. A member whose registered address is not within the United Kingdom and who gives to the Academy Trust 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 Academy Trust.

7.3 A member of the Academy Trust present, either in person or by proxy, at any meeting of the Academy Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

7.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

8. **INDEMNITY**

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