

*'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. ... TRUST VISION, MISSION AND VALUES STATEMENT .....	3
2. ... INTRODUCTION .....	3
3. ... DEFINITIONS AND INTERPRETATION .....	5
4. ... GENERAL .....	6
5. ... SCHOOLS WITH A RELIGIOUS CHARACTER, ETHOS AND MISSION STATEMENT.....	ERROR! BOOKMARK NOT DEFINED.
6. ... SCHOOLS WITHOUT A RELIGIOUS CHARACTER .....	ERROR! BOOKMARK NOT DEFINED.
7. ... GOVERNANCE ARRANGEMENTS.....	8
8. ... MEMBERS.....	8
9. ... DIRECTORS.....	ERROR! BOOKMARK NOT DEFINED.
10. LOCAL GOVERNING BODIES .....	10
11. CONSTITUTION OF THE LGB.....	10
11. TERM OF OFFICE OF LOCAL GOVERNORS .....	12
12. RESIGNATION AND REMOVAL.....	12
13. DISQUALIFICATION OF MEMBERS OF THE LGB.....	13
14. DELEGATED POWERS .....	13
15. ANNUAL REVIEW AND TERMINATION .....	17
APPENDIX 1: OPERATIONS OF THE LGB .....	18
1. ... CHAIR, VICE CHAIR AND GOVERNANCE PROFESSIONAL OF THE LGB.....	18
2. ... CONFLICTS OF INTEREST .....	19
3. ... THE MINUTES .....	19
4. ... COMMITTEES .....	19
5. ... DELEGATION .....	19
6. ... MEETINGS OF THE LGB .....	20
7. ... QUORUM.....	21
8. ... PUBLICATION OF DOCUMENTS.....	21
9. ... REMOTE AND HYBRID MEETINGS.....	22
10. NOTICES.....	22
11. INDEMNITY .....	22

## 1. TRUST VISION, MISSION AND VALUES STATEMENT

**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 organisation is founded on Christian principles and traditions. Our theological underpinning is Isaiah 40:31 which inspires our practice and provision at every level.

... but those who hope in the LORD will renew their strength. They will soar on wings like eagles; they will run and not grow weary; they will walk and not be faint.

The name 'Aquila' is translated from Latin as 'eagle' and reflects the sense of aspiration and hope found in Isaiah 40:31 'They will soar on wings like eagles...'

Our hope is that each member of the Aquila community will find their own strength as their potential is developed and celebrated through aspirational opportunities. This will enable them to soar from whatever their starting point.

As a organisation we welcome any school that wishes to join our Trust.

### **Mission statement**

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 Schools 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.

Our values: **Collaborate, Enrich, Trust, Innovate, Aspire, and Nurture** shape our relationships, guide every decision and inform our actions.

## 2. 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 Schools 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.
- **Directors** known is Aquila as 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 schools wherever possible.

This Scheme of Delegation has been developed to clarify the responsibilities and powers of the Trustees, their employees, LGB's and local staff. It considers key aspects of the management of the Trust and its schools 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 Schools 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.

### 3. 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 Trustees for the School 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 as per the Articles of Association. Directors are referred to as Trustees of the Trust Board in Aquila.

"**Governor(s)**" means those persons appointed by the Trustees 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 school.

"**Incumbent**" applies to Church of England Schools only and means in relation to the ecclesiastical parish in which the school 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 Archdeaconry where the school is located.

"**LGB**" means the local governing body of the School 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 school.

"**School**" means an Academy of the trust referred to in Article 4 of the articles.

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

"**Site Trustees**" means those Trustees associated with the schools founding body (usually the Vicar and Church Wardens) who hold the school's site and provide them to the Academy Trust for use and occupation by the school.

“**The Trust**” means the Diocese of Canterbury Academies Trust, also “The Company”.

"**Trustees**" means the Directors of the Company as per the Articles of Association. Directors are referred to 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 of Association.

#### 4. 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 schools.

This document (the "Scheme of Delegation") has been written by the Trustees of the Aquila Multi Academy Trust in exercise of the powers conferred on them by Articles 105 and 137 of the Articles of Association of the Trust. The Scheme of Delegation should be read in conjunction with the 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 Trustees

The Articles set out the object of the company which is:

*(a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which shall include:*

*(i) Church of England Academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and having regard to any advice issued by the Diocesan Board of Education; and*

*(ii) other Academies whether with or without a designated religious character;*

*but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.*

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 School, the Trustees are also accountable to the Canterbury Diocese Board of Education (CDBE) under the provisions of the Diocesan Board of Education Measure 2021, and to the Site Trustees to ensure that the school is conducted as a Church of England school.

The Board of Trustees is equally responsible and accountable for the performance of all the schools within the trust. It has three core functions:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing the financial performance of the organisation and making sure its money is well spent.

In order to discharge these responsibilities, the Articles of Association (100-104) require the Trustees to establish a Local Governing Body (LGB) for each school.

## **5. CHURCH OF ENGLAND SCHOOLS**

Where a school is designated with a Church of England religious character, it must be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Canterbury Diocesan Board of Education (CDBE). Each school will preserve and develop their religious character through effective partnerships with the Church at Parish and Diocesan level.

Where a school is a Church of England school under the provisions of the Diocesan Boards of Education Measure 1991 the Trustees are required to ensure that the school is conducted as a Church of England School and in respect of that requirement are accountable to the CDBE and to site Trustees (as defined in the Articles – who make available the land on which the school sits). Neither Aquila Trustees nor the Local Governing Body can make any alteration to the religious character of the school or the conduct of the school as a Church of England School without the written consent of the CDBE.

The Board of Trustees is responsible for ensuring that each school's everyday work is rooted in and driven by a context-specific theologically rooted Christian vision.

Each school will preserve and develop its Christian 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 have an aspirational and hopeful view of every member of its school community.

## **6. COMMUNITY SCHOOLS**

Where a school is not designated as a Church of England School, the Members, Trustees and Local Governing Body are placed under a duty by the articles to recognise and support their individual ethos. This obligation makes change very difficult. No change can be made to the character of the school without a formal process which includes consultation with parents and the local authority, a full business case to the DfE and the formal consent of the Secretary of State.

Trustees will not make any changes to the character and ethos of any of its schools.

Each school 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 have an aspirational and hopeful view of every member of its school community.

## 7. GOVERNANCE ARRANGEMENTS

The overarching governance arrangements within the Trust are different from those traditionally associated with a local authority maintained 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 schools wherever possible.

## 8. MEMBERS

School Trusts are founded by Members who have a general duty to exercise their powers. Members play a limited but crucial role in safeguarding school trust governance. While they must ensure they do not stray into undertaking the Trustee's role, they ensure the governance of the Trust is effective, that 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.

The trust must have at least four members (as per article 12) but should have five, with one Member appointed under article 16. 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 Aquila. 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.

Members of Aquila appointed under article 12 ai, aii and article 16 will not also be 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. The Chair of Aquila is the only Member who is also a Trustee.

Members can, by special resolution, direct Trustees to take a specific action where Trustees are unable, or unwilling to act in the best interests of the School 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 Trustees include where they believe an external review of governance should be carried out and the 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.

## 9. TRUSTEES

The Trustees 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 Trustees have the power to direct change where required. The Board of Trustees 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 of the trust;
- 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 ensure 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 Trustees will have regard to the interests of 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 Trustees of committees to whom the Trustees may delegate certain of the functions of the Trustees. In further recognition of the Trustees' power to delegate under Articles 102 and 105, and from the date of this Scheme, responsibility for the running of the school will be delegated to the committee established by this Scheme and which shall be known as the LGB of the school. The constitution, membership and proceedings of the LGB are determined by the Trustees 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 school and fulfil the school's mission. It is an

expectation of the Trustees that all schools, for which the company is responsible, will collaborate as a family which exists to serve and help each other.

## **10. LOCAL GOVERNING BODIES**

The purpose of the LGB is to both champion the Trust's ethos and mission and uphold each individual school's unique ethos and values. It will hold to account and support the Head Teacher and monitor the school's key performance indicators. Its role is to provide focused governance for a school at a local level, subject to the provisions of this scheme.

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 school's community and religious purpose.
- Seek to understand and question how the school is led and managed, challenging and holding the school leadership to account. The Head Teacher will report on how the school is fulfilling the school's ethos, vision, and strategy.
- Agree on a School Improvement Plan linked to the school's self-evaluation and areas for improvement.
- Act as the panel when reviewing the school Head Teacher's decisions on exclusions, complaints, 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 the local community, to help ensure that the 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.

## **11. CONSTITUTION OF THE LGB**

Former Voluntary Aided (VA) Church of England Schools

- 3 foundation governors appointed by the Trustees with the CDBE

- 2 foundation governors appointed by the Trustees with the CDBE who will consult the PCC, in which the school is situated.
- 1 Ex officio foundation governor – a Principal Officiating Minister of the parish in which the school is situated.
- 2 elected parent governors
- 1 elected staff governor
- The Head Teacher (Ex Officio)

#### Former Voluntary Controlled (VC) Church of England School

- 1 Foundation governor appointed by the Trustees with the CDBE
- 1 Ex Officio foundation governor – the Principal Officiating Minister of the parish in which the school is situated.
- 4 Director Appointed Governors
- 2 elected parent governors
- 1 elected staff governor
- The Head Teacher (Ex Officio)

#### Community Primary School

- 6 Director Appointed Governors
- 2 elected parent governors
- 1 elected staff governor
- The Head Teacher (Ex Officio)

### **Director Appointed Governors**

The majority of members of the LGB will be appointed by the Trustees. 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 Trust appointed Governors in schools with a religious character will be known as Foundation Governors.

### **Foundation Governors**

In the case of a school with a Church of England Foundation, 'Foundation Governors' will be appointed by the Trustees following Canterbury Diocesan Board of Education's (CDBE) arrangements for appointing foundation governors and reflecting the instrument of government of the predecessor school.

In all cases one Foundation Governor place shall be retained ex-officio for an officiating minister in a parish in which the school is situated. Where there is a vacancy or the ex officio governor is unwilling to act, an alternate may be appointed to act in their place by the Archdeacon of the Area in which the School is located.

In a former VA school, Foundation Governors must outnumber all other categories of governor combined by a majority of two.

In a former VC school, there must be at least two foundation governors, but they must not exceed one quarter of the total number of governor places.

## **Parent Governors**

The parent governors shall be appointed by the directors via an election process. The election shall be made by parents and legal guardians of registered pupils at the School 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 Trustees 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 of persons appointed by the Trustees 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 Trustees shall appoint one person in addition to the Head Teacher (who shall be a governor ex officio) 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 Trustees (all or any of them) shall also be entitled to serve on the LGB attending in exceptional circumstances and speaking at any meetings. Any Trustee 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.

## **Co-opted Governors**

The LGB may co-opt up to two persons to the LGB with the approval of the Trustees. 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).

## **11. TERM OF OFFICE OF LOCAL GOVERNORS**

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

- Trustee 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.

## **12. 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 Trustees. 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.

### **13. 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 sequestrated 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 Trustee 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 director/trustee) of the Charities Act 2011.
- if they have not provided the Trustees with a criminal records certificate at an enhanced disclosure level. If the certificate discloses any information which would in the opinion of either the Chair of the Board of Trustees 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 Trustees.

### **14. DELEGATED POWERS**

**14.1. 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 Trustees for the school; and

- any directions are given or rules and regulations set by the Trustees of the Company

The management of the business of the school shall be delegated by the Trustees 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 Trustees to the LGB and from there to individuals.

**14.2. Ethos and Values** - At all times, the Trustees 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 school's community and, in the case of a school with a religious foundation, reflective of the schools founding purpose as a Church of England School.

**14.3. Contracts** - The Trustees 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 in line 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.

**14.4. Finance** - The Trustees 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 Trustees in accordance with the Budget.
- Prepare and consider the accounts for the company.
- Ensure there is at least one Trustee with skills and experience in 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 Trustees shall require. This includes providing monthly management accounts to the Trustees.
- Promptly inform the Trustees of any need for significant unplanned expenditure and will discuss options for identifying available funding with the Trustees 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.

#### **14.5. Premises - The Trustees;**

- 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 which will include environmental and carbon reduction initiatives. 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 for the safety of the users of the buildings and the facilities and the legal responsibilities of the Site Trustees (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.

#### **14.6. Human Resources - Head Teacher - The Trustees shall;**

- Appoint the Head Teacher in accordance with Article 107.

The LGB shall:

- LGB shall be engaged and through the whole recruitment process. A panel of governors will be formed to work with the CEO and Trustees to short list, interview and input into the recruitment of the Headteacher.

The Trustees 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.

#### **14.7. Human Resources - Other Staff - The Trustees 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 Trustees.
- Take account of any pay terms set by the Trustees.

- Adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees.
- 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.

**14.8. Curriculum and Standards** - The Trustees 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 Trustees 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 Trustees (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 school's 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.

**14.9. Regulatory Matters** - The Trustees shall:

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

The LGB shall

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

**14.10. Operational Matters** - Both the Trustees 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 Trustees.



- Review any school policies and practices on a regular basis, having regard to recommendations made by the Trustees 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 Trustees may require from time to time.
- Work closely with and shall promptly implement any advice or recommendations made by the Trustees in the event that intervention is either threatened or is carried out by the Secretary of State and the Trustees 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 Schools run by the Company in addition to the wider group of church schools and Schools 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.

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

- Submit any inspection report to the Trustees 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 reflect its religious character, ethos and vision, including any areas for development identified through a denominational inspection.

**15. ANNUAL REVIEW AND TERMINATION**

This Scheme shall be reviewed annually and shall operate from the beginning of the Academic Year for all Schools in the Trust. This Scheme may be terminated by the Trustees 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 Trustees**

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

The Trustees will consider the proposals for chair at their first meeting of the academic year.

#### **1.2. The LGB**

Propose a chair to the Trustees

Elect the vice chair

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

Both the proposal for the chair and the election of the 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 Trustees. 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 the chair, the Trustees 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 the 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 or 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 Trustees at any time. The vice chair may be removed by the Trustees 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 School.

## **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 Trustees; 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 Trustees shall from time to time notify) are provided in draft form to the 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 Head Teacher or any other holder of an executive office. Any such delegation will be made subject to any conditions either the Trustees 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 in line 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 Trustees 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 Trustees.

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 Trustees 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 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 on 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.