

**THE BOSTON WITHAM ACADEMIES FEDERATION**

**SCHEME OF DELEGATION**

**EFFECTIVE DATE:**

**6 July 2015**

## 1. INTRODUCTION

- 1.1. As a charity and company limited by guarantee, The Boston Witham Academies Federation (the “**Company**”) is governed by a Board of Directors (the “Directors”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. This Scheme of Delegation will apply to all academies for which the Company is responsible (the “Academies”) and details for each individual academy, e.g. name, location, whether primary or secondary (or “all through”) and any specific matters relating to that academy will be set out in Appendix 1 of this Scheme of Delegation. Any reference to “the Academy” in this Scheme of Delegation will be a reference to the Academy so named in the relevant Appendix. For some Academies additional changes to this Scheme of Delegation may be made and, in such circumstances, the clauses changed will be noted in Appendix 1.
- 1.2. The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (“DfE”) (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 either appoint people to serve on a board (the “Local Governing Body”) which has been established to ensure the good governance of the Academies or determine the membership of the Local Governing Body through their approval of Appendix 1 to this Scheme of Delegation.
- 1.4. This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academies, the respective roles and responsibilities of the Directors and the members of the Local Governing Body and the commitments to each other to ensure the success of the Academies.
- 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. In the event of any conflict between the terms of this Scheme of Delegation and the Company’s Articles of Association, the terms of the Articles of Association shall prevail.
- 1.6. Before making changes to the Scheme of Delegation that applies to one or more Academies, the Directors shall consult with (but are not bound by) the Local Governing Bodies. In considering any material changes to the Scheme of Delegation, the Directors will have regard to and give due consideration of (but are not bound by) any views of the Local Governing Bodies.
- 1.7. Words importing the masculine gender only shall include the feminine gender.

1.8. **"Members of the Local Governing Body"** means the individuals who are appointed under Appendix 1 of this Scheme of Delegation to sit on the Local Governing Body of an Academy.

1.9. **"Supplemental Funding Agreement"** means a supplemental funding agreement entered into between the Secretary of State for Education and the Company relating to the funding for an Academy.

## 2. **LOCAL GOVERNING BODY ADHERENCE TO COMPANY OBJECT**

2.1. The Local Governing Body shall act consistently with the Company's object which is as follows:

2.1.1. 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 schools ("**the Academies**") offering a broad and balanced curriculum; and

2.1.2. to provide for the benefit of the inhabitants of Boston and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of imposing the condition of life of the said inhabitants.

2.2 The Directors may develop a mission statement for the Academies in consultation with the Local Governing Bodies and the Local Governing Bodies shall act consistently with that mission statement.

2.3 The Company will put measures in place to support Academies if the need arises. Academies will work collaboratively with other academies run by the Company in order to share resources, knowledge and expertise as may be appropriate.

2.4 At all times, the Directors and the Local Governing Bodies shall ensure that the Academy, is conducted in accordance with the object of the Company, as stated in clause 2.1, the terms of any lease or other land agreements entered into between the Company and Lincolnshire County Council governing the use of the land which is used for the purposes of any one or more of the Academies and any agreement entered into with the Secretary of State for the funding of the relevant Academies.

## 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 academies in particular the Academies. 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 acting in accordance with clause 1.6 above.

- 3.2. The Directors have a duty to act in the fulfilment of the Company's objects.
- 3.3. Directors will have regard to the interests of the other Academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy. In light of this, the Local Governing Bodies also acknowledge the desire and obligation on the Directors to put in place measures to ensure that any Academy for whom the Company is responsible is supported when the need arises. Where this may have a financial impact on an Academy, any policy shall first be discussed with the Local Governing Body and their views taken into account in relation to the setting and implementation of any such policy.
- 3.4. Article 100 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. The Local Governing Body of an Academy is a committee formed by the Directors and derives its power from the Directors. The Local Governing Body in conjunction with the Head Teacher, is responsible for fulfilling a largely strategic role in the conduct of an Academy as well as being responsible for the internal organisation, management and control of the Academy. The Directors may also delegate responsibility to the Head Teacher.
- 3.5. The constitution, membership and proceedings of the Local Governing Body is determined by the Directors and this Scheme of Delegation expresses such matters as well as acknowledging the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission.
- 3.6. With the consent of the directors, the Local Governing Bodies of two or more Academies may decide to collaborate or pool resources to further the objects of the Company more efficiently, whether along geographical lines or otherwise. The Directors shall support and facilitate such collaboration. The Local Governing Bodies who are collaborating shall keep the Directors informed of such collaboration in order to help the Directors provide effective support.
- 3.7. The Directors also recognise the role that the Academies play in their communities and the Local Governing Body is free to decide how such support and patronage is given. The Local Governing Body shall ensure that any support is not inconsistent with the objects of the Company and the restrictions on use of its charitable resources and any advice or restriction placed on the Company by the Secretary of State. The Local Governing Body shall ensure that any formal collaboration or support is appropriately documented and the details notified to the Directors.
- 3.8. The Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body.

3.9. All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Directors to uphold the objects of the Company.

#### **4. THE LOCAL GOVERNING BODY**

##### **4.1. Resignation and removal**

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

4.1.2. A person serving on the Local Governing Body 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 Local Governing Body 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. This clause does not apply in respect of a person who is serving as a parent member on the Local Governing Body.

4.1.3. If any person who serves on the Local Governing Body 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 Local Governing Body automatically on termination of his work at the Academy.

4.1.4. Where a person who serves on the Local Governing Body resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Local Governing Body who shall then inform the Directors.

##### **4.2. Disqualification of members of the Local Governing Body**

4.2.1. No person shall be qualified to serve on the Local Governing Body 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 Local Governing Body.

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

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

4.2.4. A person shall be disqualified from serving on the Local Governing Body if:

- 4.2.4.1. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- 4.2.4.2. he is the subject of a bankruptcy restrictions order or an interim order.
- 4.2.5. A person shall be disqualified from serving on the Local Governing Body at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 4.2.6. A person serving on the Local Governing Body shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re- enactment or modification of that provision).
- 4.2.7. A person shall be disqualified from serving on the Local Governing Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 4.2.8. A person shall be disqualified from serving on the Local Governing Body if he has not provided to the chairman of the Directors a valid DBS check certificate. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive Officer 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.
- 4.2.9. A person shall be disqualified from serving on the Local Governing Body 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.
- 4.2.10. A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 4.2.11. After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body for that Academy if he has not provided

to the chairman of that Local Governing Body a valid DBS check certificate. In the event that the certificate discloses any information which would in the opinion of either the chairman 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.

4.2.12. Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors.

4.2.13. This clause 4.2 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

## **5. DELEGATED POWERS**

### **5.1. General Provisions**

5.1.1. Subject to provisions of the Companies Act 2006 and the Articles of the Company, the management of the business of the Academy shall be delegated by the Directors to the relevant Local Governing Body 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 a Local Governing Body which would have been valid if that alteration had not been made or that direction had not been given.

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 Company (which the Local Governing Body shall at all times comply with) 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 Local Governing Body.

5.1.3. In the exercise of its powers and functions, the Local Governing Body shall consider any advice given by the Head Teacher, any other executive officer of the Academy or the Directors.

5.1.4. Any bank account into which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the Directors 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 Directors.

- 5.1.5. No monies of the Company shall be paid into any bank account other than a bank account authorised by the Directors.

## 5.2. Finance

- 5.2.1. The Local Governing Body shall have no powers or responsibilities to manage and expend any monies received on account of the Academy which at all times shall be in the control of and at the disposal of the Directors. The Local Governing Body acknowledges the support provided by the Directors and that certain costs will be incurred by them in undertaking their functions and meeting their responsibilities, in particular in relation to:
- 5.2.1.1. the production of corporate accounts for the Company and the auditing of those accounts;
  - 5.2.1.2. ensuring appropriate insurances are in place and implementing a suitable risk management strategy;
  - 5.2.1.3. the functions of the Company Secretary and Responsible Officer (required for the purposes of the Master Funding Agreement); and
  - 5.2.1.4. other central services and functions provided by Directors.
- 5.2.2. The Local Governing Body shall have no power to enter into contracts on behalf of the Company in so far as they relate to the Academy or otherwise. .
- 5.2.3. The accounts of the Company shall be the responsibility of the Directors. The Directors will be seeking to harmonise the financial systems of the Academies and the Local Governing Body will support this objective, both acknowledging the intention not to overburden the Academy by seeking to implement significant changes too swiftly.
- 5.2.4. The Directors shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Master Funding Agreement are observed at all times as well as any requirements and recommendations of the Secretary of State. For the avoidance of doubt the Directors and the Local Governing Body acknowledge the restriction on borrowing contained in the Master Funding Agreement.
- 5.2.5. The Directors shall at the beginning of each academic year determine the budget for each Academy. The Local Governing Body shall inform the Directors of any need for material unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 5.2.6. The Directors shall apply appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Academy. The Local Governing Body will comply with any requests of



the Directors to undertake a risk assessment of the activities of the Academy whether for auditing purposes or not and whether such assessment is required by the Secretary of State or not. The Directors will notify the Local Governing Body of its risk assessment policy from time to time and the Local Governing Body shall use its best endeavours to comply with it at all times.

5.2.7. The Directors acknowledge the Local Governing Body's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Local Governing Body for the purposes for which they have been raised and otherwise solely at the discretion of the Local Governing Body provided this is within the objects of the Company. Proper accounts will be kept by the Local Governing Body showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Company to note these funds separately in the accounts of the Company.

### 5.3. Premises

5.3.1. Subject to and without prejudice to clauses 5.3.2 and 5.3.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, 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.

5.3.2. The Local Governing Body 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 Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.

5.3.3. The responsibility for any disposals or acquisitions of land owned by the Company will be that of the Directors.

5.3.4. Insuring the land and buildings used by the Academy will be the responsibility of the Company which shall recover the cost from the budget assigned to the relevant Academy to the extent the same is not otherwise reclaimed directly from the Education Funding Agency or any successor body.

5.3.5. The Local Governing Body will notify the Directors immediately following the occurrence of an event in respect of which insurance has been obtained. The responsibility for notifying the insurers is the Directors. The Directors and the Local Governing Body will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

### 5.4. Resources

#### 5.4.1. Head Teacher

5.4.1.1. The Head Teacher shall be appointed by the Local Governing Body but the appointment shall first be approved by the Directors. The Head Teacher shall not be appointed without the approval of the Directors. The Directors and the Local Governing Body may delegate such powers and functions as they consider are required by the Head Teacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Local Governing Body and for the direction of the teaching and curriculum at the Academy).

#### **5.4.2. Other Staff**

5.4.2.1. The Directors shall be responsible for the appointment and management of all other staff to be employed at the Academy.

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

### **5.5. Curriculum and Standards**

5.5.1. The Directors shall be responsible for the setting and review of the curriculum but shall consider any recommendations of the Local Governing Body from time to time in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.

5.5.2. The Directors shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall consider such advice and recommendations of the Local Governing Body as they might issue from time to time.

5.5.3. The Directors shall be responsible for the setting and review from time to time of the Academy's admissions policy in accordance with Annex 1 to the Supplemental Funding Agreement for the Academy.

5.5.4. Any decision to expand the Academy shall be that of the Directors who shall have regard to the views of the Local Governing Body.

### **5.6. Business Activities**

5.6.1. Whilst the undertaking of any activities designed to generate business income, would be the responsibility of the Local Governing Body, 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.

#### **5.7. Regulatory Matters**

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

### **6. OPERATIONAL MATTERS**

6.1. The Local Governing body shall comply with the obligations set out in Appendix 1 which deals with the day to day operation of the Local Governing body.

6.2. The Local Governing Body will adopt and will comply with all policies of the Directors communicated to the Local Governing Body from time to time following consultation in the development of such policies.

6.3. The Directors and all members of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

6.4. The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.

6.5. The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.

6.6. The Local Governing Body shall submit to any inspections by the Directors and any National Society Statutory inspections and any additional inspections and visitations of any other regulatory or professional body to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are Academies.

### **7. PERIODIC REVIEW**

7.1. This Scheme of Delegation shall operate from the Effective Date in respect of the Academies.

- 7.2. Notwithstanding this being the first Scheme of Delegation to apply in respect of the Academies, the Directors will have the absolute discretion to review this Scheme of Delegation periodically and to alter any provisions of it.
- 7.3. Before making changes to a Scheme of Delegation that applies to one or more Academies, the Directors shall consult the Local Governing Bodies. In considering any material changes to this Scheme of Delegation or any framework on which it is based or any material change to the composition of a Local Governing Body, the Directors will have regard (but are not bound by) and give due consideration to any views of the Local Governing Bodies.

## **8. INTERVENTION AND REMOVAL OF DELEGATED RESPONSIBILITY**

- 8.1. In the event that the Secretary of State requests that the Company carry out Specified Remedial Measures or Further Remedial Measures in accordance with and as defined in an Academy's Supplemental Funding Agreement, or where the Directors reasonably determine that there are financial irregularities, serious safeguarding issues or repeated non-compliance with Health and Safety or other legislation, the relevant Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors, and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the relevant Local Governing Body under this Scheme of Delegation or to terminate this Scheme of Delegation entirely, in such circumstances.
- 8.2. Notwithstanding the above, the Directors and the Local Governing Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Company and the impact this may have on the ability of the Directors to react when standards are falling and/or there is evidence of financial imprudence exposing the Local Governing Body and possibly more widely the Company itself to a threat of intervention. The Directors and the Local Governing Body in such circumstances make the following commitments to each other:
  - 8.2.1. to discuss openly any situation which may in the opinion of either potentially lead to Specified Remedial Measures or Further Remedial Measures;
  - 8.2.2. to use their best endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures;
  - 8.2.3. to allow each other the opportunity to effect improvements at the Academy through directions to be issued to persons appointed either by the Local Governing Body (including the Head Teacher) or the Directors in relation to the governance of the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
  - 8.2.4. not as Directors to exercise any power to remove a Head Teacher without first discussing the need to ensure that such power is being exercised appropriately and proportionately.

## **FUNCTIONING OF THE LOCAL GOVERNING BODY**

### **9. CHAIRMAN AND VICE-CHAIRMAN OF THE LOCAL GOVERNING BODY**

- 9.1. The members of the Local Governing Body shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. A person who is employed by the Company (whether or not at the Academy) shall not be eligible for election as chairman or vice-chairman. Subject to paragraph 9.3, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 9.
- 9.2. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Local Governing Body. The chairman or vice-chairman shall cease to hold office if:
- 9.2.1. he ceases to serve on the Local Governing Body;
  - 9.2.2. he is employed by the Company whether or not at the Academy;
  - 9.2.3. he is removed from office in accordance with this Scheme of Delegation; or
  - 9.2.4. in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
- 9.3. Where by reason of any of the matters referred to in paragraph 9.2, a vacancy arises in the office of chairman or vice-chairman, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 9.4. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 9.5. Where in the circumstances referred to in paragraph 9.4 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Local Governing Body shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.
- 9.6. The Clerk to the Local Governing Body who is not a candidate for election shall act as chairman during that part of any meeting at which the chairman is elected.
- 9.7. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 9.8. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Local Governing Body shall not have effect unless:

9.8.1. it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and

9.8.2. 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.

9.9. Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

## 10. **CONFLICTS OF INTEREST**

10.1. Any member of the Local Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest) if so requested by the Chairman of the Local Governing Body.

10.2. For the purpose of paragraph 10.1, 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.

10.3. In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.

10.4. Any disagreement between the members of the Local Governing Body and the Head Teacher or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination which shall be final and binding.

## 11. **THE MINUTES**

11.1. The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:

11.1.1. all appointments of officers made by the Local Governing Body; and

11.1.2. all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

11.2. The chairman shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors as soon as reasonably practicable after those minutes are drafted, and in all cases within 14 days of all such meetings.

## 12. **COMMITTEES**

12.1. Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body but the Local Governing Body must have regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed periodically. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors. The Local Governing Body may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Directors or serve on the Local Governing Body.

## 13. **DELEGATION**

13.1. Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, the Head Teacher 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 must be made subject to any conditions the Directors may impose and may be revoked or altered by the Directors. The terms of reference for any sub-committee of the Local Governing Body shall be consistent with any policy or statement of recommended practice issued from time to time by the Directors.

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

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

14.1. Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.

- 14.2. The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:]
- 14.2.1. given by the Local Governing Body; or
  - 14.2.2. given by the chairman of the Local Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice- chairman of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 14.2.1 above.
- 14.3. One quarter of the Local Governing Body may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 14.4. Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:
- 14.4.1. notice in writing thereof, signed by the clerk, and sent to each member of the Local Governing Body at the address provided by each member from time to time (which may include that member's email address); and
  - 14.4.2. 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.
- 14.5. 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.
- 14.6. A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 14.7. A meeting of the Local Governing Body shall be terminated forthwith if:
- 14.7.1. the members of the Local Governing Body so resolve; or
  - 14.7.2. the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 14.10, subject to paragraph 14.12.



- 14.8. Where in accordance with paragraph 14.7 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.
- 14.9. Where the Local Governing Body resolves in accordance with paragraph 14.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
- 14.10. Subject to paragraph 14.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be 40% of the members of the Local Governing Body.
- 14.11. The Local Governing Body may act notwithstanding any vacancies on the Local Governing Body, but, if the number of persons serving is less than 40% of the number of places on the Local Governing Body including any which are vacant, the continuing persons may act only for the purpose of filling vacancies.
- 14.12. The quorum for the purposes of:
- 14.12.1. any vote on the removal of a person in accordance with this Scheme of Delegation;
  - 14.12.2. any vote on the removal of the chairman of the Local Governing Body;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.
- 14.13. Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.
- 14.14. Subject to paragraphs 14.10 – 14.12, 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.
- 14.15. Subject to paragraphs 14.10 – 14.12, the proceedings of the Local Governing Body shall not be invalidated by
- 14.15.1. any vacancy on the Local Governing Body ; or
  - 14.15.2. any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

14.16. A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.

14.17. Subject to paragraph 14.16 , the Local Governing Body shall ensure that a copy of:

14.17.1. the agenda for every meeting of the Local Governing Body;

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

14.17.3. the signed minutes of every such meeting; and

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

14.18. There may be excluded from any item required to be made available in pursuance of paragraph 14.17, any material relating to:

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

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

14.18.3. any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

However, the Directors shall have the right to request and be provided with all such information.

14.19. Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:

14.19.1. 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

14.19.2. the Local Governing Body has access to the appropriate equipment, and

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.

## 15. **NOTICES**

- 15.1. Any notice to be given to or by any person pursuant to this Scheme of Delegation 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.
- 15.2. A notice may be given by the Local Governing Body 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 Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body 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 Local Governing Body.
- 15.3. A member of the Local Governing Body present at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 15.4. 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.

## 16. **INDEMNITY**

- 16.1. In accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and provided that any such indemnity is limited accordingly, every member of the Local Governing Body (to the extent necessary) 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.

## APPENDIX ONE

### THE LOCAL GOVERNING BODY OF PARK ACADEMY

**Name of Academy:**

Park Academy

**Address of Academy:**

Park Academy, Robin Hoods Walk, Boston, Lincolnshire, PE21 9LQ

**Local Authority:**

Lincolnshire County Council

**Initial Composition of the Governing Body:**

- Head of Academy
- 1 Teaching Staff member
- 1 Associate Staff member
- 2 Co-Opted members
- 4 Parent members
- 6 members appointed by the Directors

**Derogations from the Scheme of Delegation - Matters specifically reserved for the Board of Directors**

The following matters are specifically reserved for the determination, management and control of the Board of Directors of The Boston Witham Academies Federation. However, full consideration shall be given to the views of the Local Governing Body of each Academy in any such determination.

1. Setting the annual budget for the Academy;
2. Curriculum and ancillary policies for the Academy;
3. Admissions and appeals;
4. The entry into of all commercial contracts;
5. Contracts for the engagement of all staff and the dismissal of any member of staff.

## **MEMBERS OF THE LOCAL GOVERNING BODY**

1. The number of people who shall sit on the Local Governing Body shall be not less than three but, shall have a maximum of 15.

1.1.1. The Local Governing Body shall have the following members:

1.1.1.1. 2 staff member[s], appointed under clause 1.2.1;

1.1.1.2. 4 parent members elected or appointed under clause 1.2.4;

1.1.1.3. the head teacher of the Academy (the “Head Teacher”);

1.1.1.4. Up to 6 members appointed pursuant to clause 1.2.11 the number of whom shall at all times exceed the number of other members serving on the Local Governing Body (including any co-opted members) by at least 2;

1.1.2. The Local Governing Body may also have co-opted members appointed under clause 1.3.

### **1.2. Appointment of members of the Local Governing Body**

1.2.1. The Local Governing Body may appoint persons who are employed at the Academy to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Head Teacher) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non teaching) may be taken into account when considering appointments.

1.2.2. Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body who are employed at the Academy the Local Governing Body shall invite nominations from all staff employed under a contract of employment (excluding the Head Teacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Body.

1.2.3. The Head Teacher shall be an ex officio member of the Local Governing Body.

1.2.4. Subject to clause 1.2.8, the parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and each parent member must be a parent of a pupil at the Academy at the time when he or she is elected.

1.2.5. The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the

Local Governing Body, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Local Governing Body which is contested shall be held by secret ballot.

- 1.2.6. The arrangements made for the election of the parent members of the Local Governing Body 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.
- 1.2.7. Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent 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.
- 1.2.8. The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Local Governing Body if the number of parents standing for election is less than the number of vacancies.
- 1.2.9. In appointing a person to be a parent member of the Local Governing Body pursuant to clause 1.2.8, the Local Governing Body 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.
- 1.2.10. The first members of the Local Governing Body shall be those people who filled those positions on the Governing Body of the Academy prior to its conversion to academy status, who shall serve on the Local Governing Body for the remainder of their respective terms of office for which they were elected to the Governing Body. Once each such member's term of office has expired, they shall automatically resign and due regard to the provisions of this Appendix 1 shall apply in relation to the appointment of further members of the Local Governing Body.
- 1.2.11. The members referred to in clause 1.1.1.4 above shall be appointed by the Board of Directors (who may themselves be current Directors) so as to maintain at all times a majority of 2 over all other members of the LGB.

### **1.3. Co-opted members of the Local Governing Body**

- 1.3.1. The Local Governing Body may appoint up to 2 persons to be "Co-opted" to the Local Governing Body. A person who shall be "Co-opted" to the Local Governing Body means a person who is to serve on the Local Governing Body without having been appointed or elected to serve on the Local Governing Body. The Local Governing Body may not co-opt a person who is employed at the

Academy if thereby the number of persons employed at the Academy serving on the Local Governing Body would exceed one third of the total number of persons serving on the Local Governing Body (including the Head Teacher).

#### 1.4. **Term of office**

- 1.4.1. The term of office for any person serving on the Local Governing Body shall be 4 years, save that this time limit shall not apply to the Head Teacher , who will serve for as long as he or she remains in office and persons who are “Co-Opted” to the Local Governing Body who shall serve for 1 year. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Local Governing Body.