

**FLYING HIGH ACADEMY TRUST**

**ERNEHALE JUNIOR SCHOOL**

**SCHEME OF DELEGATION**

**EFFECTIVE DATE: 1 APRIL 2015**

**1. INTRODUCTION**

- 1.1 As a charity and company limited by guarantee, Flying High Trust (the “Trust”) is governed by a Board of Directors (the “Directors”) who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust and Ernehale Junior School (“the Academy”) is one of the academies.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on a board (the “Local Governing Body”) which has been established to ensure the good governance of the Academy.
- 1.4 The Directors shall delegate various delegated functions to the Local Governing Body pursuant to clause 5 of this Scheme but the function of the Local Governing Body shall be to:
- 1.4.1 have a monitoring role in connection with the Academy;
  - 1.4.2 consider budget monitoring information and make recommendations to the Head teacher in relation to any potential overspending;
  - 1.4.3 contribute towards the strategic vision of the school, ensuring that the children are offered opportunities that enable them to be the best

they can be; and contribute to the determination of the educational character, religious ethos and mission of the Academy and the Trust;

- 1.4.4 govern admissions and appoint a committee to apply admissions criteria in accordance with the Admissions Code and with due regard to any locally agreed fair access protocols;
  - 1.4.5 govern exclusions in accordance with appropriate regulations
  - 1.4.6 consider budget monitoring information and make recommendations to the head teacher of the Academy (each a “Head teacher”) in relation to annual budget proposals;
  - 1.4.7 monitor and be accountable for standards and report annually to the Directors
  - 1.4.8 act as a critical friend to the Head teacher including advice in relation to annual budget proposals;
  - 1.4.9 represent the views of the community in discussions on budget issues that relate to community engagement and activity and make recommendations to the Head teacher; and
  - 1.4.10 support the Head teacher in recruitment and selection, grievance, disciplinary processes where appropriate.
- 1.5 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the members of the Local Governing Body and the commitments to each other to ensure the success of the Academy.
- 1.6 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Trust’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

## 2. ETHOS AND MISSION STATEMENT

### 2.1 The Academy's mission is as follows:-

The Flying High Trust has been set up as a multi academy trust (The "Trust"). The ethos behind the Trust is grounded in strong moral purpose and school improvement. It is intended that the Trust will evolve into a group of schools focused on school improvement. Each individual academy will constantly seek to improve on its previous best, while also accepting a collective responsibility for ensuring that all schools within the partnership are enabled to improve to become outstanding. All Flying High Trust schools are at the heart of the community they serve, offering the very best education, support and care; an environment of aspiration, underpinned by the highest expectations.

Together, through the Flying High Academy Trust, we aim to:

- develop school communities where every individual can flourish and maximise their potential and where no target is unreachable.
- provide an exciting, inspirational curriculum, grounded in literacy and mathematics and which strongly reflects 21<sup>st</sup> century technologies.
- raise attainment and achievement by empowering children, parents and the local community.

Together, we will strive to achieve excellence and for our schools to be the best in the Universe.

The plan is for the trust to have four clear areas within its organisational function. Outstanding schools, improving schools, small schools and schools in a category (sponsored). All schools within the Trust are intended to be within the primary sector as the success of the Cotgrave Candleby Lane School (the first school within the Trust) has enabled great impact to occur across the local primary phase. The Trust, we feel would be an extension of this current offer, enabling sustainable long term leadership solutions and improvement rather than shorter term progress measures.

The intention is that members of the Trust who are deemed 'outstanding' schools will take responsibility to support another (improving) school, once sustained impact is achieved and the improving school has achieved

good/outstanding then the process evolves to them being the supporting school, and so on.

Small schools who want to continue serving a specific locality will be enabled to do so, but with particular economies planned for within the trust, thus ensuring value for money and enabling the sharing of resources effectively.

A small number of schools in a category would be taken on by the trust with more concern, as capacity to improve these schools is an absolute necessity. We would only be considering this 'sponsoring' option if we are clear that we offer a sustained improvement offer, with a leadership solution and that the school is best placed to be within our Trust. Eg has been previously supported by us or other schools within our Teaching School alliance. We realise that these schools require greater capacity to succeed and we also would be clear that we understood the context of the school and therefore understand what the school needs to substantially improve in the long term. We are in it for the long haul and intend to one day enable the school in a category to have the capacity itself to support another on the improvement journey.

We do however realise that developing the trust's capacity is crucial to success and therefore we will be extremely careful in choosing the schools which we feel we want to sponsor, only taking on a smaller number of these schools to ensure value is added.

2.2 It is our intention for the Trust to be at the forefront of positive system leadership. We hope to facilitate school to school support, to identify and grow capacity in schools in need of improvement and to engage with good/outstanding schools to support wider improvement. We also strive to enable small schools to cluster effectively; enabling further improvement and economy of scale opportunities.

2.3 A strength of the Trust will be the collegiate union of strong autonomous schools which value working together in partnership to secure system leadership.

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

3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of schools and in particular the Academy. This is largely exercised through

strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.

- 3.2 The Directors have a duty to act in the fulfilment of the Trust's objects.
- 3.3 Directors will have regard to the interests of the other academies for which the Trust is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.
- 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. In further recognition of the Directors' power to delegate under Articles 101 and 105, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Body of the Academy.
- 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 acknowledges 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 Any member of the Trust appointed as the Academy's representative shall consult with the Local Governing Body before voting on any resolution of the members of the Trust.

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

##### 4.1 **Members of the Local Governing Body**

4.1.1 The number of people who shall sit on the Local Governing Body shall be not less than three but, unless otherwise determined by the Directors, shall not exceed 16.

4.1.2 The Local Governing Body shall have the following members:

4.1.2.1 up to seven members, appointed under clause 4.2.1;

- 4.1.2.2 two staff members, appointed under clause 4.2.2;
- 4.1.2.3 at least two parent members elected or appointed under clause 4.2.5;
- 4.1.2.4 no more than four community member elected or appointed under clause 4.2.12;
- 4.1.2.5 the Head teacher
- 4.1.2.6 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the “Secretary of State”) pursuant to clause 102c) of the Master Funding Agreement entered into between the Trust and the Secretary of State governing the affairs of the Trust;

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

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

- 4.2.1 The Local Governing Body may appoint up to seven persons to serve on the Local Governing Body, ensuring that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning.
- 4.2.2 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.

- 4.2.3 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 or a contract for services or otherwise engaged to provide services to the Academy (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.
- 4.2.4 The Head teacher shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.2.5 Subject to clause 4.2.9, the parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.2.6 The 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.
- 4.2.7 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.
- 4.2.8 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.

- 4.2.9 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.
- 4.2.10 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 4.2.9, 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.
- 4.2.11 The first parent and staff members of the Local Governing Body shall be those people who filled those positions on the Governing Body of the predecessor Ernehale Junior School at its closure (provided they remain eligible under this Scheme of Delegation), who shall serve on the Local Governing Body for the remainder of the terms of office for which they were elected to the predecessor Governing Body.
- 4.2.12 The Local Governing Body (with the agreement of the Directors) may appoint persons to be a Community Governor provided that the person who is appointed as a Community Governor is:
- (a) a person who lives or works in the community served by the Academy; or
  - (b) a person who, in the opinion of the Local Governing Body, is committed to the government and success of the respective Academy.

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

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. 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 to the Local Governing Body.



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

4.4.1 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).

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

4.4.3 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.

4.4.4 Where a persons 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 inform the Directors.

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

4.5.1 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.

- 4.5.2 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.
- 4.5.3 A person serving on the Local Governing Body shall cease to hold office if he is absent without the permission of the Chair of the Local Governing Body from all the meetings (including relevant committee meetings) of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his office be vacated.
- 4.5.4 A person shall be disqualified from serving on the Local Governing Body if:
- 4.5.4.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- 4.5.4.2 he is the subject of a bankruptcy restrictions order or an interim order.
- 4.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 4.5.6 A person serving on the Local Governing Body shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.5.7 A person shall be disqualified from serving on the Local Governing Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to

which he was privy, or which he by his conduct contributed to or facilitated.

4.5.8 A person shall be disqualified from serving on the Local Governing Body at any time when he is:

4.5.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or

4.5.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or

4.5.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

4.5.9 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.

4.5.10 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.

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

4.5.12 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.

4.5.13 Clause 4.5 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 the provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Trust following a special resolution, the management of the business of the Academy shall be delegated by the Directors to the Local Governing Body who may exercise the powers of the Trust set out in articles 5(b), (d), (f), (h), (i), (j), (k), (p) and (r) of the Articles of Association (the "Delegated Functions") in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation PROVIDED THAT they are not Reserved Matters. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all of the Delegated Functions.

5.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues but the following matters (“Reserved Matters”) shall not be Delegated Functions:-

5.1.2.1 the powers set out in Articles 5 (a), (c), (e), (g), (l), (m), (n), (o), and (q) of the Articles of Association;

5.1.2.2 ensuring compliance with the Trust’s duties under Company Law and Charity Law and agreements made with the Department for Education, (including the Master Funding Agreement and the Supplemental Funding Agreement);

5.1.2.3 the determination of the educational character, religious ethos and mission of the Academy and the Trust;

5.1.2.4 ensuring the solvency of the Trust, safeguarding its assets and delivering its charitable outcomes;

5.1.2.5 ensuring the continued charitable status of the Trust;

5.1.2.6 the determination of the establishment, constitution, membership, proceedings and delegated powers and functions of any governing body and committee and their annual review and revision;

5.1.2.7 the approval of the Trust and the Academy’s policies;

5.1.2.8 to receive reports from the Local Governing Body and making recommendations to the Local Governing Body;

5.1.2.9 selling or otherwise disposing of any asset which is of a value in excess of 10% of the total net book value of all assets belonging to the Academy;

5.1.2.10 creating or allowing to come into being any third party interest (other than a lien on assets arising in the ordinary course of trading or a charge operating as a result of a title retention clause);

- 5.1.2.11 giving any guarantee or indemnity other than in the ordinary course of business, the value of which exceeds £1,000;
- 5.1.2.12 entering into a contract or arrangement which is of a value of in excess of 10% of the General Annual Grant (“GAG”) for the Academy per year or which the termination provisions require more than six months’ notice;
- 5.1.2.13 acquiring assets having a market value in excess of 5% of the GAG for the Academy;
- 5.1.2.14 entering into, varying or terminating any lease, licence, tenancy or other similar arrangement;
- 5.1.2.15 any lending;
- 5.1.2.16 commencing or settling any litigation or arbitration proceedings;
- 5.1.2.17 entering into any other arrangement in the nature of borrowing (including debts factoring, invoice discounting, hire purchase, equipment leasing, conditional or credit sales or any off-balance sheet borrowings) if the value of the amount borrowed exceeds 5% of the GAG for that Academy;
- 5.1.2.18 terminating or varying the terms of any contract which has a value in excess of 10% of the GAG for that Academy;
- 5.1.2.19 engaging any employee or consultant whose annual emoluments per annum exceeds the total annual emoluments of the head teacher of that Academy per annum;
- 5.1.2.20 varying the terms and conditions of that engagement so that the terms and conditions of that engagement are no longer comparable to the equivalent engagement in one or more of the academies within the Trust;

- 5.1.2.21 establishing or amending any pension scheme or granting any pension rights to any director, officer, employee, former director, officer or employee, or any member of any such person's family.
- 5.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Body and without detracting from the generality of the powers delegated, the Local Governing Body shall have the following powers, namely:
  - 5.1.3.1 managing the employment of all staff employed at the Academy;
  - 5.1.3.2 setting its disciplinary procedures within the overarching policy of the Trust;
  - 5.1.3.3 managing all disciplinary matters in accordance with such policy
  - 5.1.3.4 to expend certain funds of the Trust as permitted by clause 5.3 in such manner as the Local Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Trust such part of the funds of the Trust for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
  - 5.1.3.5 to enter into contracts on behalf of the Trust in so far as they relate to the Academy.
- 5.1.4 In the exercise of its powers and functions, the Local Governing Body shall:
  - 5.1.4.1 consider any advice given by the Head teacher and any other executive officer;

5.1.4.2 have due regard to any guidelines and policies issued by the Directors.

5.1.5 Any bank account in which any money of the Trust in so far as it relates to the Academy is deposited shall be operated by the Local Governing Body in the name of the Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Local Governing Body and in line with the finance policy agreed by the Directors.

## 5.2 **Ethos and Values**

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

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

## 5.3 **Finance**

5.3.1 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the Trust and generated from the activities of the Trust, the Directors delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy less 3% of GAG. This amount may be reviewed in future through discussion between the Directors and the Local Governing Body.

5.3.2 Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Trust in so far as they relate to the Academy pursuant to clause 5.1.3, the Local Governing Body shall



first obtain the written consent of the Directors to any contracts or expenditure for any single matter above £25,000.

- 5.3.3 The accounts of the Trust shall be the responsibility of the Directors but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Directors shall reasonably require. Without prejudice to the above, the Local Governing Body shall provide termly management accounts to the Directors.
- 5.3.4 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 5.3.5 The Local Governing Body shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 5.3.6 The Local Governing Body shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy.

#### 5.4 **Premises**

- 5.4.1 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the 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.
- 5.4.2 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.

5.4.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors.

5.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Directors who shall recover the cost from the budget delegated to the Local Governing Body.

## 5.5 **Resources**

### 5.5.1 **Head teacher**

5.5.1.1 The Local Governing Body shall appoint the Head teacher but shall allow a Director (not being a representative or appointee of the Academy) to be a member with full voting rights on the committee making such appointment. The Directors and 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).

### 5.5.2 **Other Staff**

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

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

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

- 5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;
  - 5.5.2.1.4 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.
- 5.5.2.2 The Local Governing Body shall ensure that proper procedures are in place for the performance management and professional and personal development of all staff (excluding the Head teacher or head of school).
- 5.5.2.3 Performance management of the head teacher or head of school shall be put in place by selected academy directors.

## 5.6 Curriculum and Standards

- 5.6.1 The Local Governing Body shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Directors in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.
- 5.6.2 The Local Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors as they might issue from time to time.
- 5.6.3 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy (and shall appoint such persons as it sees fit to represent and make presentations on behalf of the Academy in any appeal process) provided that no change will be made to the admissions criteria without the written consent of the Directors.
- 5.6.4 Any decision to expand the Academy shall be that of the Directors but who shall have regard to the views of the Local Governing Body.

## **5.7 Extended Schools and Business Activities**

5.7.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, would be the responsibility of the 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 Trust's charitable objects and any threat to funding provided by the Secretary of State.

## **5.8 Regulatory Matters**

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

## **6. OPERATIONAL MATTERS**

6.1 The Local Governing Body shall comply with the obligations set out in the Appendix 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 agreed by the Directors, as necessary to achieve the key aims of the Flying High Trust, and communicated to the Local Governing Body from time to time.

6.3 Both 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 Trust 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. This includes a duty on the Local Governing Body to comply and engage positively with the following processes:

6.5.1 the expectations and timelines for submitting performance data to the Trust, as notified to the Local Governing Body by the Directors from time-to-time;

6.5.2 monthly update meetings between the headteacher of the Academy and the Trust's Director of Quality Assurance and School Improvement;

6.5.3 yearly external moderation reviews conducted by the Trust or external reviewers commissioned by the Trust;

6.5.4 sharing school improvement plans, self-evaluation reports and headteachers' reports – for example, through the Trust's Dropbox folder.

6.6 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

## **7. ANNUAL REVIEW**

7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Trust and will have been attached to Trust's first Articles of Association.

7.2 Notwithstanding this being the first Scheme of Delegation to apply in respect of the Academy, the Directors will have the absolute discretion to review this

Scheme of Delegation (together with the provisions of the attached Terms of Reference) at least on an annual basis and to alter any provisions of it through discussion with the Local Governing Body.

- 7.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Body.

## APPENDIX

### FUNCTIONING OF THE LOCAL GOVERNING BODY

#### 1. CHAIRMAN AND VICE-CHAIRMAN OF THE LOCAL GOVERNING BODY

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

- 1.5 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 1.6 Where in the circumstances referred to in paragraph 1.5 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the 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 Trust whether or not at the Academy nor a Director.
- 1.7 A Director shall act as chairman during that part of any meeting at which the chairman is elected.
- 1.8 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.9 The chairman or vice-chairman may only be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.
- 1.10 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
  - 1.10.1 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
  - 1.10.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.11 Before a resolution is passed by the 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.



## **2. CONFLICTS OF INTEREST**

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

## **3. THE MINUTES**

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and recorded 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:
- 3.1.1 all appointments of officers made by the Local Governing Body; and
- 3.1.2 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.

3.2 The chairman shall ensure that copies of minutes of all meeting 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 approved.

#### 4. **COMMITTEES**

4.1 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 having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the 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 who serve on the Local Governing Body.

#### 5. **DELEGATION**

5.1 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 may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.

5.2 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.

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

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

6.2 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 secretary to the Local Governing Body. In exercising his functions under this Scheme of Delegation the secretary shall comply with any direction:

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

6.2.2 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 6.2.1 above.

6.3 Any three members of the Local Governing Body may, by notice in writing given to the secretary, requisition a meeting of the Local Governing Body; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.

6.4 The Clerk (as defined below) shall provide to each member of the Local Governing Body at least seven clear days before the date of a meeting:

6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the Local Governing Body at the address provided by each member from time to time;

6.4.2 all reports or other papers to be considered at the meeting;

and

6.4.3 a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the 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.

6.7 A meeting of the Local Governing Body shall be terminated forthwith if:

6.7.1 the members of the Local Governing Body so resolve; or

6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.

6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those

items, and they shall direct the secretary to convene a meeting accordingly.

6.10 Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting. If the Directors have appointed any additional members of the Local Governing Body pursuant to clause 4.1.2.5 of this Scheme of Delegation then a majority of the quorum must be made up of such persons.

6.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

6.12 The quorum for the purposes of:

6.12.1 appointing a parent member;

6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;

6.12.3 any vote on the removal of the chairman of the 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.

6.13 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.

6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition

to any other vote he may have.

6.15 The proceedings of the Local Governing Body shall not be invalidated by

6.15.1 any vacancy on the board; or

6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

6.16 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 or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.

6.17 Subject to paragraph 6.18, the Local Governing Body shall ensure that a copy of:

6.17.1 the agenda for every meeting of the Local Governing Body;

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

6.17.3 the signed minutes of every such meeting; and

6.17.4 any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:

- 6.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
  - 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
  - 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.19 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:
- 6.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
  - 6.19.2 the Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## **7. CLERK**

- 7.1 The Local Governing Body must appoint a clerk (the “Clerk”) (who must not be the Head teacher) and may remove the Clerk from office at any time.
- 7.2 In the absence of the Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of the Governors to act as Clerk for the purposes of that meeting.
- 7.3 The Clerk must:
  - 7.3.1 convene meetings of the Local Governing Body;
  - 7.3.2 attend meetings of the Local Governing Body and ensure that minutes of the proceedings are drawn up; and

7.3.3 perform any other functions determined by the Local Governing Body.

## 8. **NOTICES**

- 8.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 8.2 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.
- 8.3 A member of the Local Governing Body present, either in person or by proxy, 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.
- 8.4 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.

9. **INDEMNITY**

9.1 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body or other officer or auditor of the Trust acting in relation to the Academy shall be indemnified out of the assets of the Trust 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 Trust.