

Functioning of the Local Governing Body / Scheme of Delegation

1. Chairman and Vice-Chairman of the Local Governing Body

- 1.1 The members of the LGB shall, at their first meeting in each school year, subject to the approval of the Directors, elect a chairman and a vice-chairman from their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is already a Director of the Company (except where such person is a Director by virtue of being the incumbent chairman) shall be eligible for election as chairman or vice-chairman, noting for the avoidance of doubt that once elected the chairman will be eligible to serve as a Director of the Company pursuant to the provisions of Articles 51 and 52.
- 1.2 Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
- 1.3 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the LGB. The chairman or vice-chairman shall cease to hold office if:
 - 1.3.1 he ceases to serve on the LGB;
 - 1.3.2 he is employed by the Company whether or not at the Academy;
 - 1.3.3 he is removed from office in accordance with this Scheme of Delegation; or
 - 1.3.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
- 1.4 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the members of the LGB 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 LGB shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.
- 1.7 A Director shall act as chairman during that part of any meeting at which the chairman is elected or where the Secretary of State threatens intervention.
- 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 LGB 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 LGB shall not have effect unless:

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

Before a resolution is passed by the LGB 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 LGB 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 LGB shall disclose that fact to the LGB as soon as he becomes aware of it. A person must absent himself from any discussions of the LGB in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles will prevail.
- 2.4 Any disagreement between the members of the LGB and the Head teacher or the SLT representative or any subcommittee of the LGB will be referred to the Directors for their determination.

3. The Minutes

- 3.1 The minutes of the proceedings of a meeting of the LGB shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the LGB; and shall be signed (subject to the approval of the members of the LGB) 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 LGB; and
 - 3.1.2 all proceedings at meetings of the LGB and of committees of the LGB 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 LGB (and such of the subcommittees as the Directors 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 LGB may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the LGB 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 LGB, provided that a majority of the members of any such subcommittee shall be members of the LGB or Directors. The LGB may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the LGB 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 LGB.

5. Delegation

- 5.1 Provided such power or function has been delegated to the LGB, the LGB may further delegate to any person serving on the LGB, 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 LGB may impose and may be revoked or altered. The terms of reference for any sub-committee of the LGB shall be consistent with any policy or statement of recommended practice issued from time to time by the Directors.
- 5.2 Where any power or function of the Directors or the LGB is exercised by any subcommittee, any Director or member of the LGB, the Head teacher or any other holder of an executive office, that person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB 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 LGB may regulate its proceedings as the members of the LGB think fit.

- 6.2 The LGB shall meet at least three times in every school year.

Meetings of the LGB shall be convened by the clerk to the LGB. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:

6.2.1 given by the Directors or the LGB; or

6.2.2 given by the chairman of the LGB or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the LGB, 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 LGB may, by notice in writing given to the clerk, requisition a meeting of the LGB; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

- 6.4 Each member of the LGB shall be given at least seven clear days before the date of a meeting:
- 6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the LGB at the address provided by each member from time to time; and
 - 6.4.2 a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the LGB shall not be proposed at a meeting of the LGB unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the LGB shall be terminated forthwith if:
- 6.7.1 the members of the LGB so resolve; or
 - 6.7.2 the number of members present ceases to constitute a quorum for a meeting of LGB 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 LGB 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 LGB shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of the LGB, and any vote on any matter thereat, shall be any three of the members of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the LGB at the date of the meeting. If the Directors have appointed any additional members of the LGB 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 LGB 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 removal of person in accordance with this Scheme of Delegation;
 - 6.12.3 any vote on the removal of the chairman of the LGB; 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 and the SLT representative.
- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the LGB has 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.
- 6.15 The proceedings of the LGB 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 LGB.
- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the LGB or of a subcommittee of the LGB, shall be valid and effective as if it had been passed at a meeting of the LGB or (as the case may be) a subcommittee of the LGB duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more members of LGB and may include electronic communication by or on behalf of the LGB indicating agreement to form of resolution providing that member has notified LGB in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, the LGB shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the LGB;
 - 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 LGB is satisfied should remain confidential.
- 6.19 Any member of the LGB may participate in meetings of the LGB 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 will be taking part at the time of the meeting at least 48 hours before the meeting; and
- 6.19.2 the LGB 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.

7. Notices

- 7.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the LGB) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 7.2 A notice may be given by the LGB 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 LGB by the member. A member whose registered address is not within the United Kingdom and who gives to the LGB an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member is entitled to receive any notice from the LGB.
- 7.3 A member of the LGB present, either in person or by proxy, at any meeting of the LGB shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 7.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

8. Indemnity

- 8.1 Subject to provisions of Companies Act 2006 every member of LGB or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of assets of 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.