



SCHEME OF DELEGATION

EFFECTIVE DATE: 1st SEPTEMBER 2023

Updated August 2023

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1. INTRODUCTION

- 1.1** Empower Learning Academy Trust (referred to herein as the “Trust”) was established on 12 July 2011. The Trust is a multi-academy trust operating and maintaining a number of academies (each an “Academy” and together the “Academies”).
- 1.2** The Trust is both a company limited by guarantee and an exempt charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.3** The Trust’s constitution and its charitable objective is set out in its Memorandum and Articles of Association (“Articles”).
- 1.4** Trustees have an overriding duty to act freely and in the best interest of the Trust and the Academies at all times.
- 1.5** The purpose of this Scheme of Delegation is to provide operating clarity as to the roles, responsibilities and authority of those who contribute to the governance and oversight of the Academies and the Trust itself. This Scheme of Delegation is subsidiary to the Articles, the Funding Agreement(s) and all schools/academies legislation.
- 1.6** The Trustees reserve the right (in their absolute discretion) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time and will be formally reviewed for its effectiveness at least every two years.
- 1.7** This Scheme of Delegation shall be reviewed in light of changes to the Academies Financial Handbook and the annual letters from the EFSA’s accounting officer.
- 1.8** In so far as the Trustees are able, they agree to abide by the provisions of it and will consult with those herein affected on any significant changes.
- 1.9** The Effective Date of this Scheme of Delegation is 1st September 2023.

2. VISION AND VALUES

2.1 Vision

2.1.1 The Trustees are responsible for setting the vision of the Trust.

2.1.2 The Trust's vision will be set and reviewed following wide consultation within the Trust and with other stakeholders. The vision will be reviewed at least every three years. Each Academy will set its own vision, which will be specific to its own circumstances and will build upon the vision of the Trust.

2.1.3 The current vision of the Trust is available on the Trust's website.

2.2 Values

2.2.1 The Trustees are responsible for setting the values of the Trust.

2.2.2 Each Academy can set its own values, which will be more specific to its own circumstances but will embrace the values of the Trust.

2.2.3 The values of the Trust are available on the Trust's website.

3. ACCOUNTABILITY: STRUCTURES, FUNCTIONS AND PURPOSE

3.1 Overall Structure

3.1.1 The highest tier of oversight of the Trust is provided by the "**Members**" who, through general meetings, are the guardians of the Trust, its purpose and welfare. Members have limited governance and no day-to-day management responsibilities. Members are appointed and removed in accordance with the Articles and are individuals who share the ethos of the Trust, but are independent of Trustees.

3.1.2 The next tier of oversight is provided by the "**Trustees**". Trustees are appointed/ratified by the Members to whom they report. They are Trustees for charity law purposes and also company directors registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and for the expenditure of public money. The Trustees are required as Trustees and pursuant to the Funding Agreement(s) to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Trustees meet as a board of Trustees, generally known as the "**Trust Board**". All Trustees have the same responsibility to act in the best interests of the Trust and the Academies, irrespective of any other role they may undertake within the Academy.

3.1.3 The Trust Board will oversee the management and administration of the Trust and the Academies run by the Trust and herein delegates authority and responsibility to others.

3.1.4 The main delegation will be:

- a) to the “**Chief Executive Officer**”, who will be responsible for the day-to-day management of the Trust and the Academies. The Chief Executive Officer will be appointed by the Trust Board and report directly to it.
- b) to “**Trust Board Committees**” or “**Working Groups**” of the Trust Board, who will act either in a permanent capacity (the permanent committee structure (Appendix 1) and main terms of reference are laid out in Appendices 4-7). or a temporary capacity where the terms of delegation will be determined by the Trust Board on an ad hoc basis.
- c) to a “**Local Governance Committee**” for each Academy to undertake elements of the Trustee Board’s role of strategic direction and oversight at a local level. Each Local Governance Committee is accountable to the Trust Board in relation to any matter delegated to it. The duties, responsibilities and authorities of each Local Governance Committee may vary between Academies as determined by the Trust Board in consultation with the Chief Executive Officer.
- d) to a “**Headteacher**”, “**Principal**” or “**Head of School**” (hereafter referred to as the Headteacher) through the formal delegation of powers from the Trust Board through the Chief Executive Officer. The operation of each Academy will be managed by a Headteacher. The duties, responsibilities and authorities of a Headteacher may vary as between Academies as determined by the Chief Executive Officer in consultation with the Trust Board. A Headteacher will report directly to the Chief Executive Officer.

3.2 Role of the Members

3.2.1 The role of the Members is laid out in the Articles and in company law. Their role is that of guardians of the constitution, ensuring the charitable object is fulfilled and to conduct oversight of the Trust Board. Members have limited governance and no day-to-day management responsibilities.

3.2.2 The Members’ key responsibilities are:

- a) to ensure the Objects of the Trust are met;
- b) to receive the Annual Report (prepared by the Trustees) at a General Meeting of the Trust;
- c) to appoint and remove the Trusts’ auditors
- d) to determine the Trust’s constitution by adopting/varying the company’s Articles; and

- e) to exercise either a direct power under the Articles or a statutory power under the Companies Act 2006 to appoint and remove Trustees (noting any powers delegated by the Members to the Trust Board to make such appointments and removals).

3.2.3 Notwithstanding any provision of the Articles, the Members have formally delegated to the Trustees a power and responsibility to appoint and remove Trustees, and such appointments will be ratified at the next General Meeting of the Members. Any removal by the Trust Board of a Trustee appointed or ratified by the Members can only be undertaken by majority vote in general meeting or by written resolution of a majority of the Members

3.3 Role of the Trustees and the Trust Board

3.3.1 The Trustees have overall responsibility and ultimate decision-making authority for all the work of the Trust.

3.3.2 The Trust Board will set the strategic direction of the Trust, maintain legal oversight, monitor all activities, assess the performance of the Academies and establish & review material policies and practices governing the life of the Academies.

3.3.3 The specific tasks and responsibilities of the Trust Board are as follows:

- a) to determine the vision and ethos of the Trust whilst acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;
- b) to, in conjunction with the Chief Executive Officer, develop a strategic plan for the Trust and to ensure the effective communication of that plan so it can be implemented across the Trust and in all the Academies;
- c) to establish and maintain the Academies (including considering expansion of the Trust by taking existing schools into the Trust or opening new schools);
- d) to determine and ensure the implementation of material policies and procedures which it is intended will achieve a consistently high standard of education and financial prudence across all areas of the Trust;
- e) to make or ratify suitable appointments of individuals who serve or will serve on the Local Governance Committees, including removing such individuals who fail to fulfil the expectations of the role;
- f) to approve the overall Trust budget and the budgets of each Academy, having regard to any recommendations of the Finance Committee, who will be responsible for conducting a thorough review of all budget proposals;

- g) to formally appoint the Chief Executive Officer and, unless otherwise delegated, any Headteacher or Deputy Headteacher of an Academy;
- h) to provide challenge and support to the Chief Executive Officer, the Local Governance Committee, Headteachers and the leaders of the functions delivered by the Educational Services Team;
- i) to set goals for and undertake the performance management of the Chief Executive Officer;
- j) to ensure that the Chief Executive Officer is effectively overseeing the objectives and outcomes of each of the Academies;
- k) to ensure appropriate performance management systems are in place and are effective across the Trust and are accompanied by relevant programmes for the professional development of all staff;
- l) to approve the vision, ethos and strategic plan of each Academy;
- m) to receive regular written reports from Local Governance Committees;
- n) to oversee the delivery of the benefits that collaborative working, common approaches and common systems will bring to Academies across the Trust;
- o) to ensure that the Trust operates effective health & safety systems and procedures (including safeguarding);
- p) to ensure there are robust financial systems and procedures in place that are adhered to by the Trust and each Academy;
- q) to oversee the performance and delivery of any service provided by the Trust to the Academies;
- r) to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;
- s) to ensure proper advice is available to the Trust in relation to legal and compliance matters;
- t) to ensure a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained across the Trust.

3.3.4 The **Role Profile** and **Code of Conduct for Trustees** are set out in Appendices 2 & 3. Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Trust. An annual skills audit will be undertaken in which Trustees will be asked to articulate their contribution to the success of the Trust and the Academies during the period of review.

3.3.5 The organisation of the Trust Board is set out in the Articles of Association which determine the minimum meeting frequency, quorum and the process for appointment of a Chairman and Vice-Chairman of the Trust Board. In summary, the Trust Board is required to meet at least 3 times a year and the quorum for any meeting is the greater of 3 Trustees or a third of the Trustees appointed at the time of the meeting.

3.4 The Role of the Chairman of the Trust Board

3.4.1 The Chairman of the Trust Board (“**Chairman**”) has a fundamental role in leading the business of the Trust and as a fulcrum between the Trust Board and the Chief Executive Officer.

3.4.2 The Chairman is first amongst equals but has no defined individual power (except in an emergency).

3.4.3 The specific tasks and responsibilities of the Chairman are as follows:

- a) to ensure the Trust Board provides a strategic focus to the Trust and its Academies;
- b) to manage the business of the Trust Board to ensure it undertakes its duties efficiently and effectively in and between board meetings;
- c) to build, develop and mould the Trustees into an effective team, taking account of recruitment, succession and the professional development needs of the Trust Board;
- d) to work in partnership with the Chief Executive Officer, developing a professional relationship, providing appropriate encouragement, challenge and support;
- e) to promote a culture of robust evaluation and continuous improvement across the Trust striving to drive up standards everywhere;
- f) to ensure the Trust Board meets all its legal requirements by working closely with the clerk/secretary to the Trust Board;
- g) to represent the Trust to key external partners, the media and the public on matters of governance and oversight.

3.5 Role of the Chief Executive Officer

3.5.1 The Chief Executive Officer will be responsible for managing the Trust and its Academies on a day-to-day basis.

3.5.2 The role, function, responsibility and authority of the Chief Executive Officer are delegated by the Trust Board and are set out in Appendix 12 and may be varied at its sole discretion.

3.6 The Role of the Central Services Team

- 3.6.1 The “**Central Services Team**” is made up of the key leads that oversee functional operations and resources on a pan Trust basis (including teaching & learning, standards, academy improvement, HR, finance, school premises, health and safety, risk management, marketing, legal and ICT) to support the educational performance of the Academies. The Central Services Team works directly with the staff in each Academy to ensure that the Trust’s strategic plan (incorporating each Academy Improvement Plan) is being implemented and the required outcomes are achieved in accordance with the strategy and vision of the Trust Board. The individuals who form the Central Services Team operate under the leadership and direction of the Chief Operating Officer.
- 3.6.2 Each functional lead within the Central Services Team has individual responsibilities, performance targets and are managed directly by the Chief Operating Officer. The Central Services Team as a body has no executive authority or responsibility, as all functions that it delivers are the responsibility of an individual within the team. Role profiles for the Trust Chief Operating Officer, and HR Director are set out in Appendices 13-14.
- 3.6.3 The Central Services Team will seek input and advice from internal and external experts, including the Leadership Group (see paragraph 3.7 below), and may on occasion seek to utilise and/or deploy staffing resources (on a temporary or permanent basis) for the benefit of the Trust as a whole.
- 3.6.4 The Central Services Team, in addition to their specific functions, supports the Chief Executive Officer in delivering the following pan trust activities:
- a) to manage the processes for schools joining the Trust (including carrying out appropriate due diligence and identifying any actions required to address areas of weakness or opportunities for improvement);
 - b) to advise on, facilitate, supplement or provide (as necessary) any operational or managerial support to each Academy, with regard to the core functions overseen by the Central Service Team in accordance with the requirements of the Trust Board;
 - c) to specify key processes, management controls and management reporting requirements, audit the associated processes, procedures and outcomes in each Academy, and identify and ensure the delivery of appropriate training and support;
 - d) to provide operational and management support to the Headteachers and senior leadership teams within the Academies;
 - e) to assist the Trust, by supporting the Local Governance Committees, to achieve the collective strategic aims and objectives of the Academies;

- f) to implement and review systems for the benchmarking of the Academies across the Trust, developing systems for cross fertilisation and supporting the Chief Executive Officer in maximising the opportunities for resource sharing and collaboration;
 - g) to aid the Chief Executive Officer in reporting appropriately to the Trust Board.
- 3.6.5 The cost of the functions undertaken by the Chief Executive Officer, Chief Operating Officer, the Central Services Team and the Academy Improvement Lead will be funded on a fair basis by the Academies by the contribution of a percentage of the government funding provided to each Academy (the “**Trust Contribution**”). This contribution will be set each year based upon a budget for the shared costs approved by the Trust Board. The percentage will vary from year to year depending on the level of activity carried out by the Central Services Team, the Academy Improvement Team and any additional specific needs determined to be necessary by the Trust Board for an individual Academy.

3.7 The Role of the Leadership Group

- 3.7.1 The “**Leadership Group**” will be drawn from the senior leading educators, Academy Improvement lead and the Chief Operating Officer within the Trust and will be led by the Chief Executive Officer. It is advisory only and acts to support the Chief Executive Officer with a particular focus on improving educational standards and outcomes.
- 3.7.2 The size and membership of the Leadership Group will be determined by the Chief Executive in consultation with the Trust Board.
- 3.7.3 The Trust Board expects the Leadership Group to include leaders from the various phases of education.
- 3.7.4 The Leadership Group supports the Chief Executive Officer in delivering the following specific tasks and responsibilities:
- a) to improve and sustain the standards of teaching and learning across the Trust;
 - b) to propose appropriate educational standards to the Trust Board for all Academies;
 - c) to develop the professional competence of the staff across the Trust;
 - d) to consider succession planning and career development of the teaching staff across the Trust;
 - e) to cross fertilise improvement and ensure collaboration delivers better outcomes for children across the Trust’s Academies;
- 3.7.5 The Leadership Group will meet at least termly and will be chaired the Chief Executive Officer. Members of the Leadership Group will give their time freely for the benefit of the Trust.

3.8 The role of the Local Governance Committee

- 3.8.1 The Trust Board has determined to establish a “**Local Governance Committee**” or “**LGC**” for each Academy. The overarching purpose of a Local Governance Committee is to provide strategic direction, support and local accountability for the performance of the relevant Academy within the framework and parameters set by the Trust Board. It is a non-executive body supporting the Trust Board in delivering its responsibilities.
- 3.8.2 Those serving on a Local Governance Committee are accountable to the Trust Board and must ensure that at all times they act in good faith and in the best interests of the respective Academy and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience. LGC members of the Local Governance Committee must comply with the Trust’s Conflict of Interest Policy (Appendix 17)
- 3.8.3 The **Role Profile** and the **Code of Conduct for members of a Local Governance Committee (an “LGC member”)** are set out in Appendices 10 & 11. Specific skills may be needed if an individual is to take responsibility for and lead on a specific area, or to undertake the role of Chair of the Local Governance Committee. An annual skills audit will be undertaken in which LGC members will be asked to articulate their contribution to the success of the Trust and the Academy in the period of review.
- 3.8.4 The main tasks and responsibilities of the Local Governance Committee are set out in Appendix 8.
- 3.8.5 The Trust Board recognises the role that the Academies play in their communities and the Local Governance Committee is free to decide how such support and patronage is given. The Local Governance Committee shall ensure that any support or patronage is not inconsistent with the objects of the Trust, the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by the Secretary of State.

3.9 The role of the Interim Transition Board

- 3.9.1 The Empower Learning Academy Trust (ELAT) may determine to stand down the local governing committee (LGC) and appoint an ITB for the following reasons:
- Identification of weak governance.
 - In response to the outcome of an Ofsted inspection and further communication from the Regional School Commissioner
 - Its category of Requiring Improvement.
 - A dip in the academy’s performance.
- 3.9.2 The main function of the ITB will be to secure governance of the academy, developing a sound basis for improvement and will be in place until there is significant confidence with the ITB and the ELAT Trustees’ Board that a normal governance model can be resumed.

Terms of reference for an Interim Transition Board are set out in Appendix 9.

3.10 Committees

- 3.10.1 Subject to the provisions of the Articles of Association, the Trust Board may establish any other committee or working group to advise, inform and support the Trustees in their decision making.
- 3.10.2 Local Governance Committees will only establish sub-committees with the formal approval of the Trust Board.

3.11 Further Delegation

- 3.11.1 Notwithstanding the level of delegated responsibility, the Trustees remain legally responsible for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.
- 3.11.2 Where a power or function has been delegated to the Chief Executive Officer, the Chief Executive Officer may further delegate to Headteachers or any other holder of an executive or leadership post, such of their powers or functions as they consider desirable to be exercised by the recipient to ensure the smooth and effective operation of the Trust. Any such delegation may be removed or varied by the Chief Executive Officer at any time. Any delegation shall be consistent with any policy or statement of recommended practice issued from time to time by the Trust Board, may be subject to conditions or requirements imposed by the Trust Board and may be revoked or altered by the Trust Board at any time.
- 3.11.3 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of that authority. Any wilful disregard of the matters expressed in this Scheme of Delegation is likely to lead to a removal of delegated authority. Where any power or function is delegated to an individual or a body with the Trust, it is beholden on the delegated party to report to the party from whom the delegation was given in a timely and appropriate manner regarding any material outcomes resulting from such delegation.
- 3.11.4 No alteration of the Articles or change to this Scheme of Delegation or removal of delegated authority shall invalidate any prior act of those to whom delegated responsibility was given which would have been valid if that alteration or withdrawal had not been made. Intervention.

4. INTERVENTION

- 4.1** In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the right to review or remove any power or responsibility conferred on the Local Governance Committee under this Scheme of Delegation in such circumstances. Transitional arrangements may be put in place and the terms of reference for a “Interim Transition Board” are set out in Appendix 9 to this Scheme of Delegation.

5. FUNCTIONING OF THE LOCAL GOVERNANCE COMMITTEE

5.1 Responsibilities

5.1.1 In this Scheme of Delegation, responsibilities that are delegated to the Local Governance Committee apply only to the roles undertaken in the respective Academy in which the body operates.

5.2 Subsidiarity of the Local Governance Committee

5.2.1 As a matter of general principle, the Local Governance Committee and the Academy more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given by the Trust Board of the Chief Executive Officer.

5.3 Constitution and appointments to the Local Governance Committee

5.3.1 A Local Governance Committee shall be established for each of the Academies comprising between 6 and 9 members (“**LGC members**”). One LGC member shall be an elected parent and one LGC member shall be an elected member of the Academy’s staff (who shall not be a member of the Academy’s senior leadership team). The Trust Board shall determine final number of LGC members. LGC Members will be selected (where not elected) based on skills, knowledge and attributes.

5.3.2 Neither the Headteacher nor other members of the Academy’s senior leadership team can become LGC members.

5.3.3 The Local Governance Committee is primarily responsible for sourcing and appointing LGC members having regard to any recommendations from the Trust Board. Proposed appointments of LGC members must be ratified by the Trust Board. The Trust Board may however determine, as it sees fit, to appoint LGC members to a Local Governance Committee. The Local Governance Committee may continue to act notwithstanding a temporary vacancy in its composition.

5.3.4 In accordance with Article 101 the membership of the LGC shall be reviewed at least once in every 12 months. No member of the LGC shall serve on any one LGC for a period exceeding four years.

5.3.5 Subject to remaining eligible to be an LGC member, any LGC member may only be re-appointed for consecutive periods not exceeding 8 years in total and thereafter an LGC member shall not be eligible for re-appointment until one year after his or her retirement, unless agreed by the Trust Board that he or she shall be eligible to serve for a further consecutive term.

5.3.6 All persons appointed or elected to the Local Governance Committee shall give a written undertaking to the Trust Board to uphold the charitable object and mission of the Trust, and comply with the Articles of Association, the Funding Agreement(s), this Scheme of Delegation, the Code of Conduct, the Academies Financial Handbook and the Governance Handbook.

5.3.7 The Local Governance Committee may invite advisers (including members of staff in the Academy) to attend meetings but only LGC members can participate in any vote taken by the Local Governance Committee. It is expected that at most meetings of the Local Governance Committee, the Headteacher and other members of the Senior Leadership Team will be in attendance. Any Trustee and the Chief Executive Officer may attend any meeting of the Local Governance Committee without invitation (but does so as an observer and not as an LGC member).

5.4 Resignation and Removal of LGC members

5.4.1 A person serving on the Local Governance Committee shall cease to hold office if he or she resigns his or her office or is removed by the Trust Board by notice (which the Trustees reserve the power to do without the need to provide any reasons for removal).

5.4.2 If any person who serves on the Local Governance Committee is elected from within the staff ceases to be employed at the Academy, then he or she shall be deemed to have resigned and shall cease to serve on the Local Governance Committee automatically on termination of his or her employment with the Academy.

5.4.3 Where a person who serves on the Local Governance Committee resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Clerk of the Local Governance Committee.

5.5 Disqualification of LGC members

5.5.1 A person shall be ineligible to serve on the Local Governance Committee if he or she:

- a) is aged under 18 at the date of his or her election or appointment;
- b) is a current pupil of any Academy.

5.5.2 A person serving on the Local Governance Committee shall automatically and immediately cease to hold office if:

- a) he or she is absent from all the meetings of the Local Governance Committee held within a period of six months and the Local Governance Committee resolves that his or her office be vacated;

- b) he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs;
- c) he or she would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- d) he or she becomes disqualified from serving on the Local Governance Committee under paragraph 5.5.3 below.

5.5.3 A person shall be disqualified from serving on the Local Governance Committee if:

- a) his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- b) he or she is the subject of a bankruptcy restrictions order or an interim order;
- c) he or she is subject to a disqualification order or a disqualification undertaking under 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);
- d) he or she 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 or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated;
- e) he or she has been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011;
- f) he or she has not provided to the Clerk a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 within the timeframe given in the request;
- g) his or her enhanced disclosure level certificate discloses any information which in the reasonable opinion of either the Clerk or the Chief Executive Officer confirms their unsuitability to work with children.

5.5.4 Where a person becomes disqualified from serving on the Local Governance Committee, and he or she was, or was proposed, to so serve, he or she shall upon becoming so disqualified give written notice of that fact to the Clerk.

5.6 Responsibilities of LGC members

5.6.1 The responsibilities of the Local Governance Committee are defined in detail in the Terms of Reference of the LGC found in Appendix 8 to this Scheme of Delegation.

5.6.2 LGC members have a more general responsibility to:

- a) question and challenge the Academy leadership and to robustly hold them to account;
- b) act in the best interests of the Trust and Academy at all times;
- c) keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust;
- d) carry out training to ensure their skills and knowledge are up to date; and
- e) take part in regular self-review.

5.7 Appointment and Duties of the Chair and Vice-Chair

5.7.1 The LGC members shall at their last meeting in the school year, having regard to any advice of the Trust Board, elect a Chair and a Vice-Chair from among their number (any person who is employed by the Trust to work at any of the Academies shall be ineligible for holding such office) to take up office on 1 September in the same year. The process will be by self-nomination and candidates must advise the Clerk of their candidacy at least 7 clear days prior to the relevant meeting. The appointment following election is subject to the approval of the Trust Board.

5.7.2 The Chair's specific duties are to:

- a) provide clear leadership and direction to the work of the Local Governance Committee ensuring strategic leadership and school improvement are the focus of its activities;
- b) build an effective team, attracting individuals to the Local Governance Committee with the necessary skills and experience, promoting equality and diversity, ensuring LGC members make a positive contribution to driving school improvement and undertaking development to maximise their potential contribution;
- c) work closely with the Headteacher and the Chief Executive Officer to ensure there is robust challenge and appropriate encouragement;
- d) hold the LGC members to account;

- e) ensure the business of the Local Governance Committee is conducted efficiently and effectively, chairing meetings ensuring all LGC members have the opportunity to contribute and are listened to with clear decisions being made when necessary;
 - f) ensure the Local Governance Committee reports formally to the Trustee Board in such format and as regularly as determined by the Trustee Board.
- 5.7.3 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Clerk of Local Governance Committee. The Chair or Vice-Chair shall cease to hold office if:
- a) he or she ceases to serve on the Local Governance Committee;
 - b) he or she is employed by the Trust whether or not at the Academy;
 - c) he or she is removed from office in accordance with this Scheme of Delegation; or
 - d) in the case of the Vice-Chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of the Chair.
- 5.7.4 Where by reason of any of the matters referred to in paragraph 5.7.3, a vacancy arises in the office of Chair or Vice-Chair, the LGC members shall at its next meeting elect one of their number to fill that vacancy (the appointment following election being subject to the approval of the Trust Board). If the Local Governance Committee fails to appoint a Chair (or that LGC member is not approved to hold such office by the Trust Board, the Trust Board may appoint a temporary Chair either from the existing LGC members or by appointing a new LGC member and determining they shall be Chair).
- 5.7.5 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the chair for the purposes of the meeting.
- 5.7.6 Where in the circumstances referred to in paragraph 5.7.5. the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the LGC members shall elect one of their number (other than an LGC member who is on the staff of the Academy) to act as a chair solely for the purposes of that meeting.
- 5.7.7 The Clerk shall act as chair during that part of any meeting at which the Chair is elected.
- 5.7.8 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 5.7.9 The Chair or Vice-Chair may be removed from office by the Trust Board at any time (without the need to provide any reasons for the removal).

5.8 Clerking

- 5.8.1 The Local Governance Committee shall appoint a Clerk on such term, at such remuneration and upon such conditions as they may think fit having taken advice from the Educational Services Team and subject to the ratification of the Trust Board.
- 5.8.2 The Clerk shall not be an LGC member.
- 5.8.3 All Local Governance Committee meetings shall be professionally clerked.
- 5.8.4 Notwithstanding this paragraph 5.8, LGC members may, where the Clerk fails to attend a meeting, appoint any one of their number or any other person to act as clerk for the purposes of that meeting.
- 5.8.5 The Clerk to the Local Governance Committee shall ensure that a copy of the agenda for every meeting of the Local Governance Committee, the draft minutes of every such meeting (once they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting (including any handed out at the meeting) are, as soon as is reasonably practicable, made available to all LGC members, the Trust Board, the Chief Executive Officer and Educational Services Team.
- 5.8.6 The minutes of the proceedings of a meeting of the Local Governance Committee shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the Clerk of the Local Governance Committee and shall be signed (subject to the approval of the LGC members) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- a) all appointments of officers made;
 - b) the names of all persons present at each such meeting; and
 - c) all proceedings of the meetings.

5.9 Meetings

- 5.9.1 The Local Governance Committee will meet at least once a half term.
- 5.9.2 An LGC member will notify the Local Governance Committee of any conflict of interest that they consider they have with regard to any matter to be discussed at any meeting of the Local Governance Committee.
- 5.9.3 Any LGC member who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governance Committee at which remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement regarding any specific member of staff are to be considered.

- 5.9.4 Meetings of the Local Governance Committee shall be convened by the Clerk as directed by the Chair (or in extremis by the Trust Board).
- 5.9.5 Any three LGC members may, by notice in writing given to the Clerk, requisition a meeting of the Local Governance Committee and determine items to be included on the agenda of the meeting; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
- 5.9.6 Subject to this Scheme of Delegation and provided the Local Governance Committee complies with any requirements of the Trust Board regarding specific business to be conducted, the Local Governance Committee may regulate its proceedings as it sees fit, provided at all times that there is openness and transparency in matters relating to the Local Governance Committee.
- 5.9.7 LGC members of the Local Governance Committee shall be given at least seven clear days before the date of a meeting:
- a) notice of the meeting; and
 - b) a copy of the agenda for the meeting;
- provided that where the Chair or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he/she directs. In such circumstances only matters specifically included on the agenda may be discussed and determined at that meeting.
- 5.9.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
- 5.9.9 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governance Committee shall not be proposed at a meeting of the Local Governance Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 5.9.10 A meeting of the Local Governance Committee shall be terminated forthwith if:
- a) the LGC members so resolve; or
 - b) the number of LGC members present ceases to constitute a quorum for a meeting of the Local Governance Committee in accordance with paragraph 5.10.
- 5.9.11 Where in accordance with paragraph 5.9.10 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, the Clerk will give

notice of the further meeting to be convened 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.

5.10 Quorum for meetings

5.10.1 The quorum for a meeting of the Local Governance Committee, and any vote on any matter thereat, shall be three.

5.10.2 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governance Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every LGC member shall have one vote. In the event of a tied vote, the chair of the meeting shall not have a casting vote, unless a second vote is conducted following further discussion and that vote is again tied.

5.10.3 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governance Committee, shall be valid and effective as if it had been passed at a meeting of the Local Governance Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the LGC members and may include an electronic communication by or on behalf of the LGC member indicating his or her agreement to the form of resolution providing that the LGC member has previously notified the Clerk of the Local Governance Committee in writing of the email address which the LGC member uses to express their agreement.

5.10.4 Subject to paragraph 5.10.5, the Local Governance Committee shall ensure that a copy of:

- a) the agenda for every meeting of the Local Governance Committee;
- b) the draft minutes of every such meeting, (once they have been approved by the person acting as chair of that meeting);
- c) the signed minutes of every such meeting; and
- d) any report, document or other paper considered at any such meeting,
- e) are, as soon as is reasonably practicable, made available at the Academy to anyone asking to see them.

5.10.5 There may be excluded from any item required to be made available in pursuance of paragraph 5.10.4, any material relating to:

- a) a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;

- b) a named pupil at, or candidate for admission to, the Academy; and
- c) any matter which, by reason of its nature, the Local Governance Committee reasonably determines should remain confidential.

5.10.6 Any LGC member shall be able to participate in meetings of the Local Governance Committee by telephone or video conference provided that:

- a) he or she has given notice of his intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 24 hours before the meeting; and
- b) the Local Governance Committee 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.

5.11 Interim Transition Board

5.11.1 The Interim Transition Board will meet monthly and conduct its work in accordance with the Terms of Reference for the ITB as set out in Appendix 9.

5.12 Notices

5.12.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation shall be in writing.

5.12.2 Notice may be given either personally, or by sending it by post in a prepaid envelope or by means of electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, “address” shall mean his or her registered address or in relation to electronic communications, includes a number or address used for the purposes of such communications for the time being notified to the Clerk of the Local Governance Committee by the LGC member.

5.12.3 An LGC member whose registered address is not within the United Kingdom and who gives to the Local Governance Committee an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise the LGC member shall not be entitled to receive any notice with respect to a Local Governance Committee meeting.

5.12.4 An LGC member present at any meeting of the Local Governance Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

5.12.5 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 2 working days after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of one working day after the time it was sent.