



## **Scheme of Governance Management and Delegation**

## Contents

1	Introduction .....	3
2	The Academy Trust.....	3
3	Members.....	4
	3.1 The role of the Members .....	4
	3.2 The appointment of the Members.....	4
4	Directors.....	4
	4.1 Capacity of Directors .....	4
	4.2 The appointment of Directors.....	4
	4.3 Constitution of the board of Directors (the "Trust Board").....	5
	4.4 Meetings of the Board .....	5
	4.5 Accountability of Directors.....	6
	4.6 Powers, functions and responsibilities of Directors .....	6
	4.7 Delegation of powers of Directors .....	7
	4.8 Risk management.....	8
	4.9 The management of conflicts of interest .....	9
5	The Clerk .....	9
6	Committees	
7	Local governing bodies.....	10
	7.1 Purpose of the LGB	
	7.2 Duties	
	7.3 Constitution of the LGBs	
	7.4 The appointment of local governors – The chair	
	7.5 The appointment of local governors –The vice-chair	
	7.6 Parent local governors	
	7.7 Other responsibilities	
	7.8 Ceasing to be a local governor	
	7.9 Clerk to the LGB	
	7.10 Convening meetings of the LGB	
	7.11 Notices	
	7.12 Procedures at LGBs	
8	Finance and Audit committee.....	15
	8.1 Finance directors	
	8.2 Financial regulations manual	
	8.3 Budget approval	
	8.4 Constitution of the Finance and Audit committee	
	8.5 Clerk	
	8.6 Meetings of the finance and audit committee	
9	The Principals of the Academies	
10	Alterations	
11	Circulation list	
12	Annual review and termination	

## Appendices

Appendix 1	Duties of the Local Governing Body
Appendix 2	Consent to be a member
Appendix 3	Director declaration
Appendix 4	Reserved matters

## 1. Introduction

- 1.1 This Scheme of Governance, Management and Delegation (the "**Scheme**") has been made by the Directors of Timu Academy Trust (the "**Academy Trust**") in exercise of the powers conferred on them by Articles 105 and 137 of the Academy Trust's articles of association (the "**Articles**").
- 1.2 The purpose of the Scheme is to set out a framework under which the Academy Trust is governed and managed, and in particular:
- 1.2.1 how the individuals involved in the governance of the Academy Trust work together effectively;
  - 1.2.2 the relationship between the members, the Directors, the local governing bodies (the "**LGBs**") and the senior leadership team; and
  - 1.2.3 how the Directors ensure compliance with the various legal and regulatory requirements placed on them.
- 1.3 This Scheme shall be reviewed by the Directors annually, and in the context of such a review, the Directors shall have regard to any new legislation or guidance affecting the provisions of these documents.
- 1.4 This Scheme may be altered, added to or repealed by a majority resolution of the Directors or by the members (the "**Members**") of the Academy Trust in a general meeting.
- 1.5 A copy of this Scheme shall be given to the Members of the Academy Trust, every Director, each Local Governor, The Executive Principal, the Principals of the Academies operated by the Academy Trust, the School Business Manager, the Clerk to the Directors, the clerks to the LGBs and the Responsible Officer.

## 2. The Academy Trust

The Academy Trust is a charitable company limited by guarantee with exempt charitable status. Its constitution is its Articles of Association.

- 2.1 The Academy Trust is responsible for Bobbing Village School and Iwade School and any schools that join the Academy Trust in the future (the "**Academies**").
- 2.2 The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each Academy under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (together, the "**Funding Agreement**").
- 2.3 The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's (the "**DfE**") academies financial handbook (the "**Handbook**").
- 2.4 There are a number of roles involved in the running of any multi-academy trust and these are as follows:
- 2.4.1 the Members;
  - 2.4.2 the Directors;
  - 2.4.3 the LGBs: each Academy has an LGB formed by the Directors as a committee of the Trust Board. The members of the LGBs are called "**Local Governors**";
  - 2.4.4 the Executive Principal

- 2.4.5 the Principals of each Academy who have responsibility for the day to day running of that Academy.

### **3. Members**

#### **3.1 The role of the Members**

- 3.1.1 The Members are members of the Academy Trust for the purposes of the Companies Acts.
- 3.1.2 In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights, including the right to remove Directors, the right to amend the Articles, appoint the auditors and the right to receive the annual accounts. They also have the right to appoint up to ten Directors under the Articles.
- 3.1.3 The Members do not have any specific duties imposed on them but they are required to provide a guarantee that if the Academy Trust is wound up and its assets do not meet all of its liabilities, they will contribute £10.
- 3.1.4 The Members will often meet just once a year at the annual general meeting, if the directors decide that one is necessary, or they may just meet as and when required (for example if any amendments to the Articles are required).

#### **3.2 The appointment of the Members**

- 3.2.1 Members are appointed in accordance with Articles 12 to 18 of the Articles. There must be a minimum of 3 Members at any one time although the DfE's current policy is that every academy trust should endeavor to have 5 Members,
- 3.2.2 On appointment, all Members shall be required to complete a consent form to be a member form (attached at 2). The Clerk shall update the register of Members as appropriate. Companies House does not need to be notified of appointments or removals/resignations of Members.
- 3.2.3 As of 1 September 2015, the Handbook requires the appointment of any new Member to be notified to the Education Funding Agency (EFA) via the "Information Exchange" within 14 days of appointment to enable an assessment of his or her suitability.

### **4. Directors**

#### **4.1 Capacity of Directors**

- 4.1.1 Each Director is:
- (a) a director of the Academy Trust at company law. The Directors are responsible for the governance and supervision of the Academy Trust and its committees (including LGBs) and executives (including Executive Principal and Principals); and
  - (b) a charity trustee with responsibility for protection of the assets of the Academy Trust.
- 4.1.2 The Directors manage the affairs of the Academy Trust and are responsible for its day to day operation.

## 4.2 **The appointment of Directors**

- 4.2.1 The Directors shall be appointed in accordance with Articles 45 to 80 of the Articles.
- 4.2.2 On appointment, all Directors shall be required to:
- (a) complete a Director declaration (attached as appendix 3);
  - (b) complete an AP01 form for submission by the Clerk to Companies House (either in paper form or electronically).
  - (c) Undergo an enhanced Disclosure and Barring service check
  - (d) Complete a declaration of business interests form
- 4.2.3 The Clerk to the Board shall update the register of Directors in the statutory books.
- 4.2.4 As of 1 September 2015, the Handbook requires the appointment of any new Director to be notified to the Education Funding Agency (EFA) via the "Information Exchange" within 14 days of appointment to enable an assessment of his or her suitability

## 4.3 **Constitution of the Board of Directors (the "Trust Board")**

- 4.3.1 The Articles require there to be a minimum of three Directors, although the number of Directors is not subject to any maximum.
- 4.3.2 The constitution of the Board is set out in the Articles. The Board is constituted as follows:
- (a) up to ten Directors appointed by Members;
  - (b) the Executive Principal;
  - (c) a minimum of 2 Parent Directors which shall include at least 1 representative from Bobbing Village School and at least 1 representative from Iwade School appointed under Articles 53-56D; and
  - (d) any Staff Directors appointed under Article 50A.
- 4.3.3 In accordance with the Articles, the Directors shall elect a Chairman and Vice-Chairman from among their number each academic year.

## 4.4 **Meetings of the Board**

- 4.4.1 The Directors shall hold at least three meetings in every school year. Meetings will normally be held towards the end of each term and the dates published at the beginning of each academic year.
- 4.4.2 All meetings of the Directors shall be convened and conducted as provided by the Articles.
- 4.4.3 Each meeting of the Directors shall, in respect of the Academies and the Academy Trust, cover the following:

- (a) a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
- (b) whether adequate financial monitoring of budgets and activities is being undertaken;
- (c) progress on any action identified to improve financial arrangements;
- (d) significant contracts proposed to be entered into;
- (e) details of any significant matters affecting:
  - (i) staff
  - (ii) pupils' welfare or education; and
  - (iii) assets;

4.4.4 In consultation with the Chairman, the Clerk to the Board of Directors shall prepare an annual plan for the meetings of the Directors.

#### 4.5 **Accountability of Directors**

4.5.1 The Directors are chiefly accountable to:

- (a) the beneficiaries of the Academy Trust (students at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the students;
- (b) the DfE, the Education Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- (c) the Secretary of State (in his role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- (d) the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- (e) other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

#### 4.6 **Powers, functions and responsibilities of Directors**

4.6.1 The business of the Academy Trust shall be managed by the Directors, fulfilling a largely strategic role, who may exercise all of the powers of the Academy Trust, as set out in the Articles.

4.6.2 As Directors of the company and charity Directors, the Directors have a number of duties as responsibilities towards the management of the Academy Trust and its finances. In summary, the Directors are responsible for:

- (a) Establishing the vision, mission and values for the Academy Trust
- (b) Designing strategy and structure for the operation for the Academy

Trust

- (c) carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles and safeguarding its assets;
- (d) running the Academies and directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles and the Funding Agreement (including the Handbook);
- (e) ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- (f) financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
- (g) setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- (h) risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- (i) ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

4.6.3 The Directors are required to:

- (a) act together and in person and not delegate responsibility for the Academy Trust to others;
- (b) act strictly in accordance with the Academy Trust's Articles;
- (c) act in the Academy Trust's interests only and without regard to their own private interests;
- (d) manage the Academy Trust's affairs prudently;
- (e) not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- (f) take proper professional advice on matters on which they are not themselves competent.

4.6.4 The Directors should also hold the Executive Principal accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

4.6.5 The Directors shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted) The Directors shall have regard to the Handbook, which shall be circulated to all Directors.

#### 4.7 Delegation of powers of Directors

"Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Board of Trustees to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Directors (e.g. the Chairman) and what will be delegated to the Executive Principal and the [Finance Director]. The Directors must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Directors will have regard to the following principles:

- non-executive powers must be exercised by the Directors personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Executive Principal and the [Finance Director], who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Directors of responsibility.

4.7.1 The Directors may delegate such of their powers or functions that they can legally delegate and which they consider would be desirable to delegate.

4.7.2 The Directors must not delegate any of their powers listed in **appendix 4** (the "**Reserved Matters**").

4.7.3 Delegation can be made to:

- (a) Academy Trust committees (committees with functions related to the Academy Trust) including a Finance Committee, whose remit includes the usual auditing functions;
- (b) the LGBs;
- (c) any Director holding executive office;
- (d) the Executive Principal and/or Principals.

4.7.4 However, every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

#### 4.8 Risk management

4.8.1 "The charities statements of recommended practice (Charities SORP FRS102 and Charities SORP FRSE) set out requirements for reporting on the risks to a charity. These requirements apply to all charities which meet the charity audit threshold, regardless of whether they are reporting under FRS102, which applies to larger charities, or FRSE, which applies to smaller charities.

4.8.2 If the Academy Trust meets the charity audit threshold, the Directors' report must include a description of the principal risks and uncertainties facing the Academy Trust and its subsidiary undertakings, as identified by the Directors. The report must also include a summary of the Directors' plans and strategies for managing these risks. The Directors must identify specific risks and describe ways to combat each one, rather than

making general statements regarding risk management."The Directors are therefore responsible for:

- (a) identifying the major risks that apply to the Academy Trust, including:
  - (i) operational risks (employment issues, health and safety, fraud, service quality and development etc);
  - (ii) financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc);
  - (iii) external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc); and
  - (iv) regulatory risks (compliance with legislation, changes in policies of the regulators etc).
- (b) making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- (c) making appropriate statements regarding the management of risks in the annual report.

4.8.3 The Board of Directors shall prepare and approve:

- (a) a risk management policy;
- (b) a contingency and business continuity plan;
- (c) a fraud policy;
- (d) a whistleblower policy

#### 4.9 **The management of conflicts of interest**

The Companies Act 2006 imposes a statutory duty on the Directors to avoid situations in which they have or could have an interest which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- b) avoid any conflict of interest between that interest and the interests of the Academy Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Directors to manage any conflict between a Director's duty to the Academy Trust and their own personal interests or for a Director to be influenced by conflicting duties to the Academy Trust and a third party.

Directors which are nominated or appointed by other institutions have the same powers and duties as all other Directors and owe their duties to the Academy Trust only. They must not allow those duties to come into conflict with duties they may owe to their nominating/ appointing body."

4.9.1 All Directors are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- (a) all business and financial interests such as Directorships, shareholdings, and other appointments of influence within a business or other organisation; and
  - (b) interests of related persons such as parents, spouses, children, personal and business partners
- 4.9.2 The Clerk for the board of Directors shall have overall responsibility for maintaining a register of business interests including nil returns.
- 4.9.3 Each meeting of the Directors and the LGBs shall include a standing agenda item for those attending to declare any changes to their declarations of interest.
- 4.9.4 No Director shall receive any payment for their work as a Director, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the PFO.

## 5. **The Clerk**

- 5.1.1 The Clerk to the Trust board and the LGBs are appointed and removed by the Directors.
- 5.1.2 The Clerk to the Trust board is the chief administrator with respect to the Academy Trust's administration affairs.
- 5.1.3 The Clerk shall not be a Director or a Principal of an Academy. However, if the Clerk fails to attend a meeting of the Directors, the Directors may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

## 6. **Committees**

- 6.1.1 The Directors may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Directors under terms of reference.
- 6.1.2 Each committee will be chaired by a Director
- 6.1.3 Membership of a committee may include persons who are not Directors provided that (with the exception of the LGBs, which are referred to in paragraph 7 below) a majority of the members of the committee are Directors.
- 6.1.4 Except in the case of an LGB, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
- 6.1.5 The Directors shall ensure that they receive adequate feedback on the work of any committees.
- 6.1.6 Committees will act in an advisory capacity to the Directors, except where powers have been specifically delegated to them by the Directors. The specific committees to be appointed are as follows:

*Finance and Audit committee (to include staff pay and appeals);*

6.1.7 The terms of reference of each committee of the Directors must be approved by the full Board of Directors and reviewed at least once in every twelve months. They provide the sole agreed framework within which each committee operates.

## 7. Local Governing Bodies

### 7.1 Purpose of the Local Governing Body

7.1.2 The role of the Local Governing Body is to champion the Trust's ethos and mission, act as a critical friend and sounding board to the Principal and senior staff (providing challenge where appropriate) and to monitor the Academy's key performance indicators..

### 7.2 Duties

7.2.1 Broadly, the role of a Local Governing Body is to provide focused governance for an Academy at a local level, subject to the provisions of the Companies Act 2006, the Articles, the strategic plan and policies of the Trust, and any directions given and rules and regulations set by the Directors.

7.2.2 The Local Governing Body is not a decision making body but rather a body which brings a local perspective to the way in which the Academy is managed. More specifically, the Local Governing Body shall carry out the duties referred to in detail below in **Appendix 1**. These duties will be reviewed by the Directors on such basis as they shall determine from time to time. The Local Governing Body shall have any other role that the Directors of the Trust agree shall be carried out by the Local Governing Body and that is communicated to the Chair of the Local Governing Body.

7.2.3 In the exercise of their monitoring work the Local Governing Body shall consider any advice given by the Executive Principal, School Principals and any other executive officer as well as the Directors.

7.2.4 At all times the Local Governing Body shall ensure that the Trust is conducted in accordance with its object (as set out in the Articles of Association for the Trust), the terms of any trust governing the use of land which is used for the purposes of the Trust and any agreement entered into with the Secretary of State for the funding of the Trust.

7.2.5 The Local Governing Body shall submit to any inspections by the Directors as required

7.2.6 The Trust's ethos and mission shall be determined by the Directors in consultation with the Local Governing Body. The Local Governing Body will champion and will comply with all policies of the Directors communicated to the Local Governing Bodies from time to time.

### 7.3 Constitution of the Local Governing Bodies

7.3.1 The number of people who shall sit on each Local Governing Body shall be at least 5.

7.3.2 The Directors shall appoint to each Local Governing Body the following:

- The Principal of the Academy as an ex officio member of the Local Governing Body.
- A Chair to the Local Governing Body
- A minimum of 1 elected parent or guardian of a pupil at the Academy
- At least two other governors who have local interest or knowledge and skills that are required by the Local Governing body

7.3.3 Each Local Governing Body shall have a Chair and a Vice-Chair, appointed in accordance with clauses 7.4 and 7.5 respectively.

7.3.4 The length of service of all Local Governors (including the Chair and Vice-Chair) and the Clerk to the Local Governing Body shall be four years, save that this time limit shall not apply to the Principal who shall be treated for all purposes as being an ex officio member of the Local Governing Body.

- 7.3.5 Where the Local Governor was a governor of the predecessor school immediately prior to the opening of the Academy, his or her first term of office shall be deemed to have commenced on the date on which their most recent term of office commenced at the predecessor school. If his or her term of office is thereby deemed to have expired, their term of office shall commence on the date on which they are appointed as a Local Governor.
- 7.3.6 Subject to remaining eligible to be a Local Governor, any Local Governor retiring may be re-appointed or re-elected
- 7.3.7 Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor and uphold the object of the Trust, in the form prescribed by the Directors from time to time, and shall make disclosures for the purposes of a check by the Disclosure and Barring Service.
- 7.3.8 The total number of employed persons (including the Principal) appointed to be Local Governors should not exceed one third of the total number of Local Governors.
- 7.3.9 No person shall be qualified to serve on the Local Governing Body unless they are aged 18 or over at the date of their election or appointment. No current pupil or student of the Trust shall be entitled to serve on the Local Governing Body..
- 7.3.10 Any Director attending a meeting of the Local Governing Body shall not count towards the quorum for the purposes of the meeting and shall not be entitled to vote on any resolution (if any) being considered by the Local Governing Body.

### 7.3 The Appointment of Local Governors

#### Chair

- 7.4.1 The Chair shall be appointed by the Trust board. The Chair should, where possible, be an independent member of the Local Governing Body and not a parent, member of staff or hold any local office within the parish boundary
- 7.4.2 The Trust board shall be entitled to remove the Chair from office at any time
- 7.4.3 The work of the Local Governing Body will be planned in accordance with the duties described in appendix 1 by the Chair and the Principal and at times with additional duties as requested by the Directors.
- 7.4.4 Subject to paragraph 7.4.2, the Chair shall serve in such capacity for four years, but shall be eligible for reappointment at the end of that term.
- 7.4.5 The responsibilities of the Chair include the following:
- i) to chair meetings of the Local Governing Body;
  - ii) to set the agenda for meetings with the Principal and Vice-Chair;
  - iii) to report to the relevant Directors in writing following each Local Governing Body meeting
  - iv) to give a summary by way of the draft minutes from the Local Governing Body's deliberations at meetings to the Trust Board
  - v) to provide a direct link between the Local Governing Body and the Directors of the Academy Trust.
- 7.4.6 In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the chairman of Directors, in consultation with the Chairman of the LGB (or the Vice-Chairman of the LGB in his or her absence), shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Board of Directors and of the LGB."

### 7.5 Vice-Chair

- 7.5.1 The Vice-Chair shall be appointed from within the Local Governing Body by the local governors, for each school year, at the first meeting in that year of the Local Governing Body. In the absence of both the Chair and the Vice-Chair at a meeting, the Local Governing Body will elect a temporary Chair from among the Local Governors present at the meeting. Where a vacancy arises, the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.

A person who is employed by the Trust shall not be eligible for election as Vice-Chair.

- 7.5.2 The Directors shall be entitled to remove the Vice-Chair from office at any time, although this would be without prejudice to the individual's position as a Local Governor. The Vice-Chair will automatically cease to hold office if he is employed by the Trust
- 7.5.3 Subject to paragraph 7.5.2, the Vice-Chair shall serve in such capacity for one year, but shall be eligible for reappointment at the end of that term.
- 7.5.4 The responsibilities of the Vice-Chair include the following:
- (a) to deputise for the Chair in his or her absence;
  - (b) with the Chair, to set the agenda for meetings of the Local Governing Body;
  - (c) to provide a link between the Local Governing Body and the Directors of the Trust.

#### 7.6 Parent Local Governors

- 7.6.1 Parent Local Governors for each Local Governing Body shall be elected in accordance with the process set out below:

7.6.2

(a) When a vacancy arises, the Local Governing Body will write to all parents of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role.

(b) In the event that the number of nominees equals or is less than the number of vacancies on the Local Governing Body, the nominees shall be deemed elected.

(c) If the number of nominees is less than the number of vacancies on the Local Governing Body, the Directors may appoint suitable persons to fill any vacancy.

(d) If there are more nominees than places available, the Local Governing Body will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.

- 7.6.3 A Parent Local Governor should be a parent of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.
- 7.6.4 The responsibilities of the Parent Local Governor are to represent the interests and opinions of the Parent Body of the Academy to the Local Governing Body.

#### 7.7 Other responsibilities

- 7.7.1 Each Local Governing Board shall appoint from its members, individuals with specific responsibilities which include SEN, child protection (or safeguarding), finance, and health and safety.

- 7.7.2 The functions and proceedings of the LGBs shall be subject to regulations (or the constitution and terms of reference) made by the Directors. The constitution and terms of reference of the LGBs are set out in a separate document which may be amended by the Directors from time to time.

#### 7.8 Ceasing to be a Local Governor

- 7.8.1 The office of a Local Governor shall be vacated if:
- (a) he or she is removed by the person or persons who appointed him or her. This clause does not apply in respect of a person who is serving as a Parent Local Governor on the Local Governing Body, who may be removed by the Directors.
  - (b) any event or circumstance occurs which would disqualify him or her from the office of Governor under the Articles were he or she to hold such office;

(c) he or she has, without the consent of the Local Governing Body, failed to attend Local Governing Body meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Directors determine that the office should be vacated; or

(d) he or she resigns from office by written notice to the Local Governing Body

(e) any person who serves on the Local Governing Body in their capacity as an employee of the Trust then they shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of their work at the Trust; and

(f) he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs.

## 7.9 **Clerk to the Local Governing Body**

7.9.1 The Directors shall appoint a Clerk to the Local Governing Body who may not be a Local Governor. In the absence of the Clerk, the Local Governing Body shall elect a replacement for the meeting.

7.9.2 The responsibilities / functions of the Clerk to the Local Governing Body are as follows:

(a) convene meetings of the Local Governing Body including sending notices and papers of meetings;

(b) attend meetings of the Local Governing Body and ensure minutes are produced and signed at the same or next subsequent meeting by the person acting as Chair thereof. Copies of the minutes of all meetings should be provided to the Directors as soon as reasonably practicable for consideration of the work of the Local Governing Body at the next meeting of the Trust Board

(c) maintain a register of members of the Local Governing Body and report any vacancies to the Trust Board;

(d) maintain a register of Local Governors' attendance at meetings and report on non-attendance to the Trust Board;

(e) report to the Local Governing Body as required on the discharge of the Clerk's functions; and

(f) perform such other functions as shall be determined by the Local Governing Body and/or the Trust Board from time to time.

7.9.3 Attendance at each Local Governing Body meeting, issues discussed and recommendations for decisions shall be recorded. The written record shall be forwarded by the Clerk to the Local Governing Body to the Clerk to the Directors in sufficient time for its inclusion in the agenda and papers of the next meeting of the Directors. This is to provide information to the Board.

## 7.10 **Convening meetings of the Local Governing Body**

7.10.1 The Local Governing Body shall meet *at least* six times in every school year and shall preferably hold a meeting in each school term.

7.10.2 The Clerk to the Local Governing Body shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

7.10.3 Any three Local Governors may requisition a meeting by giving written notice to the

Clerk, which includes details of the matter(s) to be discussed at the meeting. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

- 7.10.4 The Local Governors may invite persons who are not Local Governors (including, but not limited to, a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with such a meeting.
- 7.10.5 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.  
Where in accordance with paragraph 7.10.6 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 Clerk 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.
- 7.10.6 Where the Local Governing Body resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

#### 7.11 **Notices**

- 7.11.1 Any notice to be given to or by any person pursuant to this Scheme (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 this Scheme, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 7.11.2 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.
- 7.11.3 A member of the Local Governing Body present, either in person or in accordance with paragraph 7.12.4, 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.
- 7.11.4 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.

#### 7.12 **Proceedings at meetings of the Local Governing Body**

- 7.12.1 The proceedings of the Local Governing Body shall not be invalidated by any vacancy on the Local Governing Body; or any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 7.12.2 The Local Governing Board shall ensure that a copy of:  
a) the agenda for every meeting of the Local Governing Body;

- b) the draft minutes of every such meeting, if 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, are, as soon as is reasonably practicable, made available at the Board to inspect them.
- 7.12.3 There may be excluded from any item required to be made available any material relating to:
- a) a named teacher or other person employed, or proposed to be employed, at the Academy;
- b) a named pupil at, or candidate for admission to, the Academy; and any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 7.12.4 Any member of the Local Governing Body shall be able to participate in, and be counted as present at meetings of the Local Governing Body by telephone or video conference provided that:
- a) 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
- b) the Local Governing Body has access to the appropriate equipment, and provided that, if after all reasonable efforts it does not prove possible for that person to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.
- 7.12.5 Local Governors shall complete a register of their business interests, which shall be reviewed annually.
- 7.12.6 Any Local Governor who has or can have any direct or indirect duty or personal interest that conflicts or may conflict with his or her duties shall:
- a) disclose that fact to the Local Governing Body as soon as he or she becomes aware of it.
- b) A Local Governor must absent himself or herself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;
- c) withdraw from any meeting for that item unless expressly invited to remain in order to provide information;

### 7.13 Intervention in times of concern

The Board of Directors remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Directors might need to intervene and, for example, withdraw delegated authority for a particular element of governance including a LGB.

In such circumstances, the Board of Directors, along with the Executive Principal and his or her team (the **Central Team**), would work closely with any Academy or Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Board of Directors and the Central Team.

The Board of Directors reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy or Academies are identified (either internally within the Academy Trust or by a third party), including where:

- there are concerns about financial matters;

- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Directors considers such removal of power or responsibility appropriate in all of the circumstances.

8. **Finance and Audit Committee** (to include staff pay and appeals)

8.1 **Finance Director**

- 8.1.1 The Trust Board will appoint a Finance director from the board of Directors who is responsible for guiding the Directors on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.
- 8.1.2 The Finance director shall report to the Directors at each trust board meeting.
- 8.1.3 The Finance director provides an independent oversight of the academy's financial affairs and to provide the directors with on-going independent assurance that:
- a) the financial responsibilities of the Trust Board are being properly discharged;
  - b) resources are being managed in an efficient, economical and effective manner;
  - c) sound systems of internal financial control are being maintained; and
  - d) financial considerations are fully taken into account in reaching decisions.

8.2 **Financial regulations manual**

- 8.2.1 The financial regulations manual (the "Finance Manual"), which shall be prepared by the Finance Directors, shall be adopted by the Directors, normally on the recommendation of the finance and audit committee.
- 8.2.2 The purpose of the Finance Manual is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.
- 8.2.3 The Finance Manual shall include:
- a) finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
  - b) appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
  - c) a competitive tendering policy for larger purchases in accordance with the Handbook;
  - d) a capitalisation limit for assets.
- 8.2.4 The Finance Director shall be responsible for preparing a policy for the disposal of assets for approval by the Directors with a view to ensuring the best possible value is obtained from any disposal.

8.3 **Budget approval**

- 8.3.1 The Directors shall be presented with a balanced budget for the year to 31 August for submission to the Education Funding Agency by 30 June or within six weeks of receipt of the final funding letter
- 8.3.2 The Finance Director shall be responsible for:
- a) establishing a written procedure and timetable for setting a budget in advance of each academic year;
  - b) setting the annual budget (including the assumptions on which it is based) for approval by the Trust Board

- c) Directors and for monitoring progress against it during the year; ensuring that all significant in year amendments to budgets are properly notified to the Directors for approval. The finance and general purposes committee shall determine the appropriate thresholds and procedures for this;
- c) reporting to the Directors on the accuracy of the assumptions which have been used; and reporting to the Directors on the key financial performance indicators included in the budget.

8.3.3 The Directors shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.

8.3.4 The Directors shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

#### 8.4 **Constitution of the Finance and Audit Committee**

##### 8.4.1

- a) The Trust Finance director who is the appointed chair of this committee
- b) The School Business manager
- c) The Finance Directors from each LGB
- d) The Executive Principal ( in his/her role as Accounting Officer)
- e) The School Principals
- f) The chair of the Trust board

#### 8.5 **Clerk to the Finance and Audit Committee**

8.5.1 The clerk to the Trust Board shall serve at these committee meetings

8.5.2 The responsibilities / functions of the Clerk are as follows:

- (a) convene meetings of the committee including sending notices and papers of meetings no fewer than seven clear days prior to the meeting;
- (b) attend meetings and ensure minutes are produced and signed at the same or next subsequent meeting by the person acting as Chair thereof. Copies of the minutes of all meetings should be provided to the Directors as soon as reasonably practicable for consideration of the work of the Finance and Audit committee at the next meeting of the Trust Board
- (c) maintain a register of attendance at meetings and report on non-attendance to the Trust Board;
- (d) report to the Trust Board as required on the discharge of the Clerk's functions; and
- (e) perform such other functions as shall be determined by the Finance and Audit committee or the Trust Board from time to time.

#### 8.6 **Meetings of the Finance and Audit committee**

8.6.1 The committee shall hold at least three meetings in every school year. Meetings will normally be held at times when academy financial procedures are required and the dates published at the beginning of each academic year.

8.6.2 Each meeting of the committee shall, in respect of the Academies and the Academy Trust, cover the following:

- a) review the Annual Budget in detail and to make recommendations to the Board
- b) review the Academy Trust's internal and external financial statements and reports to ensure that they reflect best practice;
- c) discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor has the fullest co-operation of staff;

- d) consider all relevant reports by the Business Manager or the appointed external auditor, including reports on the Academy's accounts, achievement of value for money and the response to any management letters;
- e) review the effectiveness of the Academy Trust's internal control system established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally preferable manner;
- f) review any report from the Business Manager in relation to the operation of the Academy Trust's Buildings and Grounds;
- g) The Committee shall prepare a risk register for approval by the Board of Directors , along with a procedure by which the risk register shall be subject to regular review and made available to all staff. The risk register shall have named individuals assigned to manage each area.

The committee will also be responsible for :

- monitor any variances from the budget and ensure the EFA is notified as required;
- prepare the financial statement to form part of the annual report of the Trustees
- ensure the Academy Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- oversee significant investment and capital financing decisions
- approve and keep under review the Academy Trust's investment policy
- approve and keep under review the Academy Trust's reserves policy
- to consider the appointment of the external auditor, the audit fee, and any questions of resignation or dismissal
- to discuss with the external auditor before the audit commences the nature and scope of the audit
- to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence
- to consider the effect on the rights of the Academy Trust of the findings of the internal audits or the external audits

## 8.7 The Accounting Officer

8.7.1 The Funding Agreement requires each academy to identify the Accounting Officer. This post confers responsibility for financial and administrative matters. This is a vital role, as the Accounting Officer is personally responsible to the Trust board for:

- a) ensuring regularity and propriety;
- b) prudent and economical administration;
- c) avoidance of waste and extravagance;
- d) efficient and effective use of available resources; and
- e) the day to day organisation, staffing and management of the academy trust.

8.7.2 The Accounting Officer may delegate, or appoint others to assist in these responsibilities, for example to the Finance Director and/or the Business and Operations Manager. Within the framework of the academy development plan as approved by the Trust Board the Executive Principal has overall executive responsibility for the academy activities including financial activities. Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Directors (or the

LGB) or the Chairman is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Directors or of any other rules governing the conduct of the Directors), or would not represent prudent or economic administration, or the efficient or effective discharge of the Directors' functions.

The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Academy Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually.

- 8.7.3 Much of the financial responsibility has been delegated to the Business Manager but the Executive Principal still retains responsibility for:
- a) approving new staff appointments within the authorised establishment, except for any leadership posts which should be approved by the Trust Board;

## 8.8 **School Business Manager**

The main responsibilities of the office are:

- a) the day to day management of financial issues including the establishment and operation of a suitable accounting system;
- b) the management of the academy financial position at a strategic and operational level within the framework for financial control determined by the governing body;
- c) the maintenance of effective systems of internal control;
- d) ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the academy;
- e) the preparation of monthly management accounts;
- f) authorising orders and ensuring forms and returns are sent to the DfE in line with the timetable in the DfE guidance.

## 9. **The Principals of the Academies**

9.1 The Directors shall appoint the Principal of each Academy.

9.2 The Principals are responsible to the Directors for:

- a) the internal organisation, management and control of his or her respective Academy,
- b) the implementation of all policies approved by the Directors that relate to his or her respective Academy; and
- c) the direction of the teaching and implementation of the curriculum at his or her respective Academy.

9.3 The Directors may delegate such additional powers and functions as they consider are required by each of the Principals to enable them to carry out the above responsibilities

## 10 **Alterations**

10.1 This Scheme may be altered, added to or repealed by a majority resolution of the Directors of the Trust or by the Members of the Trust in a general meeting.

10.2 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.

11. **Circulation list**

This constitution and these terms of reference shall be circulated to Directors of the Trust, all Local Advisors, the Clerk to the Local Governing Body, the DfE and others at the discretion of the Chair of the Directors of the Trust or the Chair of a Local Governing Boards.

12. **Annual Review and termination**

12.1 This Scheme was approved and adopted by a resolution of the Directors of the Academy Trust passed at a meeting held on [00 month year] and take effect from [00 month year].

12.2 The Directors will have the absolute discretion to review this Scheme at least on an annual basis and to alter any provisions of it.

13. **Indemnity**

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.

This Scheme of Delegation was executed as a Deed on

..... 2015.

## **Appendix 1 Duties of the Local Governing Body**

- |   |   |
|---|---|
| <b>1 General</b>                                      | <ul style="list-style-type: none"><li>1.1 Supporting the Principal in the creation, and monitoring of the Academy Improvement Plan in the context of the Trust's vision, aims and objectives for approval by the Directors.</li><li>1.2 If requested by the Directors, tailoring Trust template documents to local arrangements.</li><li>1.3 Ensuring that the Academy implements and monitors the policies approved by the Directors with particular reference to statutory policies.</li><li>1.4 Assisting the Trust in ensuring that the Academy is operated efficiently and in accordance with the Directors' agreed principles of governance.</li><li>1.5 Promoting and upholding the ethos of the Trust</li><li>1.6 Do all such things as the Directors may specify as being necessary to ensure that the Trust is meeting its legal obligations.</li></ul>   |
| <b>2 Academy Improvement Plan</b>                     | <ul style="list-style-type: none"><li>2.1 Ensuring that the Academy Improvement Plan identifies and addresses achievement priorities through the analysis of publicly available and internally generated data</li><li>2.2 Monitoring and evaluating the Academy Improvement Plan.</li><li>2.3 Preparing a report for each Board meeting at termly intervals in conjunction with the Principal on progress made against the Academy Improvement Plan and targets set.</li></ul>  |
| <b>3 Risk, health and safety and asset management</b> | <ul style="list-style-type: none"><li>3.1 Ensuring asset management systems are adhered to within the Academy</li><li>3.2 Ensuring local arrangements for the effective supervision of building maintenance and minor works.</li><li>3.3 Implementing the Trust Health &amp; Safety policy ensuring full compliance with regulations and report this to the Trust Board on a termly basis using the required template.</li><li>3.4 Reviewing annually the risk register relating to the Academy and supporting the Principal in the mitigation of risk.</li></ul>   |
| <b>4 Finance</b>                                      | <ul style="list-style-type: none"><li>4.1 Prepare an annual budget which is then approved by the Trust board</li><li>4.2 Monitor the annual budget for the Academy, for value for money in relation to the Academy Improvement Plan and other expenditure</li><li>4.3 Receiving an update each term against the Academy's budget.</li><li>4.4 Ensuring that any variances are reported to the Directors' for approval</li></ul>   |
| <b>5 Local Governing Body Meetings</b>                | <ul style="list-style-type: none"><li>5.1 Ensuring that all requests for information or actions required are met within agreed timescales.</li><li>5.2 If requested by the Directors making arrangements for the election of Local Governing Body members.</li><li>5.3 Appointing from its number, Local Governing Body members with specific responsibilities for safeguarding and according to other priorities (KPIs) as identified in the Academy Improvement Plan.</li><li>5.4 Local Governing Body members will follow agendas and any other standing items which might be prescribed on behalf of the board from time to time using the template provided by the Board of Directors.</li><li>5.5 Ensuring that accurate minutes are taken of Local Governing Body meetings using the agreed template, reporting to the Board on expected actions and outcomes.</li><li>5.6 Maintaining a register of Local Governing Body member's pecuniary</li></ul> |

- interests and ensuring the proper and effective management of conflicts of interest.
- 5.7 Respecting the confidential nature of matters which might be discussed at Local Governing Body meetings.
- 6 Staffing**
- 6.1 Supporting the recruitment of staff if requested by the Board of Directors
- 6.2 If requested by the Directors contribute to panels for example, appraisal, pay, disciplinary, complaints, capability, exclusions, appeals and admissions.
- 7 Admissions**
- 7.1 Ensuring arrangements are in place for the implementation and monitoring of the admissions policy for the particular Academy.
- 7.2 Positively promote pupil admissions to the Academy with parents.
- 8 Behaviour**
- 8.1 Monitoring the Academy's pupil behaviour and discipline as prescribed by the Trust's behaviour and discipline policy.
- 9 Complaints**
- 9.1 Monitoring the management of complaints as prescribed by the Trust's Complaints Procedure.
- 10 Community and parents**
- 10.1 Positively representing the Academy in the community
- 10.2 Contributing to the development of the Academy prospectus if requested
- 10.3 Supporting the Principal in monitoring the viability of extended schools provision.
- 10.4 Ensuring that extended schools provision is included in all Academy statutory checks eg Health & Safety, risk assessments and DBS.
- 10.5 Monitoring the outcomes of any parent/community questionnaires  
And/or audits
- 11 Ofsted Inspection**
- 11.1 Attending the Academy for interview by Ofsted representatives if requested.
- 11.2 Monitoring and implementing the post-inspection agreed actions.
- 12 Ethos and mission**
- 12.1 Contributing to any consultation carried out by the Directors in respect of the Academy's mission, ethos and policies;

**Appendix 2 Consent to be a member**

**Timu Academy Trust (the "Company")**

I hereby consent to being a member of the Company.

As a member of the Company, I hereby undertake to contribute to:

- 1 the assets of the Company in the event of it being wound up whilst I am a member or within one year after I cease to be a member;
- 2 payment of the debts and liabilities of the Company contracted before I cease to be a member and of the costs, charges and expenses of winding up; and
- 3 the adjustment of the rights of the contributories among themselves, such amount as may be required;

provided that such amount does not exceed £10.

Signed .....

Full name .....

Address .....

.....

.....

.....

.....

Date .....

Please sign and retain the additional copy of this document with your records.

**Timu Academy Trust:** a company limited by guarantee

**Company registration number:** [• number]

**Registered office:** [• address]

### Appendix 3 Director declaration

#### Timu Academy Trust (the "Company")

I confirm that I am willing to act as a director of the Company (a "Director"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Company's Articles of Association, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed .....

Full name .....

Address .....

.....

.....

.....

.....

Date .....

Please sign and retain the additional copy of this document with your records.

**Timu Academy Trust:** a company limited by guarantee

**Company registration number:** [• number]

**Registered office:** [• address]

## **Appendix 4    Reserved matters**

The Reserved Matters are:

- 1        to change the name of the Academies or the Academy Trust;
- 2        to change the Objects (which would require Charity Commission and Secretary of State consent in any event);
- 3        to determine the educational character, mission or ethos of the Academies;
- 4        to change the structure of the Board of Directors or the constitution and terms of reference of any committee of the Board of Directors;
- 5        to alter or amend the Articles or this Scheme;
- 6        to pass a resolution to wind up an Academy or the Academy Trust;
- 7        to establish a trading company;
- 8        to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest;
- 9        to approve the annual estimates of income and expenditure (budgets) and major projects;
- 10       to appoint auditors and investment advisers;
- 11       to sign off the annual accounts;
- 12       to appoint or dismiss the Finance Director, the Executive Principal or School Principals, the Clerk to the Directors or Clerk to the LGBs;
- 13       to settle the division of executive responsibilities between the Directors on the one hand and the Principals and the Finance Director on the other hand, and to settle the division of executive responsibilities between those individuals;
- 14       to do any other act which the Funding Agreement expressly reserves to the Board of Directors or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof);
- 15       to do any other act which the Articles expressly reserve to the Board of Directors or to another body; or
- 16       to do any other act which the Board of Directors determine to be a Reserved Matter from time to time