



## **THE PROPELLER ACADEMY TRUST**

### **SCHEME OF DELEGATION**

**EFFECTIVE DATE: 1<sup>st</sup> MARCH 2019**

#### **1. INTRODUCTION**

- 1.1 As a charity and company limited by guarantee, The Propeller Academy Trust (the "Company") is governed by a Board of Directors (the "Directors") who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. Fitzwaryn School (the "Academy") is one of the academies.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Directors appoint people (the "Governors") with appropriate skills and knowledge to serve on a board (the "Local Governing Body") which has been established to ensure the good governance of the Academy. Members of the Local Governing Body will be appointed or elected in accordance with section 4 'The Constitution of the Local Governing Body', of this Scheme of Delegation.
- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the members of the Local Governing Body and the commitments to each other to ensure the success of the Academy.
- 1.5 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant

clause of the Articles. In any conflict between any provision of these Terms of Reference and the Articles, the Articles shall prevail.

## **2. ETHOS AND MISSION STATEMENT**

2.1 The Academy's mission is as follows:

The mission of the Academy Trust is that the member academies are making exceptional, responsive and highly specialised provision available to children and young adults with special educational needs, including those with highly complex and/or profound learning difficulties. The Trust is to be highly regarded both locally and nationally and will build on the strengths of the partner organisations and will be judged to be outstanding. The creation and operation of the Propeller Academy Trust enables the partners to extend and develop their offer; establish an innovative and developmental curriculum that is built around the needs of the individual child or young adult; enable best practice to become the norm across the Trust partners; and provide exceptional opportunities for staff to progress and develop.

2.2 The Academy will be expected to work in partnership with all other academies managed by the Company, other schools within the surrounding areas and local agencies to further the Mission described above.

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

3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.

3.2 The Directors have a duty to act in the fulfilment of the Company's objects as set out at Article 4.

3.3 Directors will have regard to the interests of the other academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.

- 3.4 Article 101 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 102 and 105, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as a Local Governing Body of an Academy.
- 3.5 The constitution, membership and proceedings of the Local Governing Body is determined by the Directors and this Scheme of Delegation expresses such matters as well acknowledges the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission.

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

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

4.1.1 The number of people who shall sit on the Local Governing Body shall be not less than six but, unless otherwise determined by the Directors, shall not be subject to any maximum.

4.1.2 The Local Governing Body shall have the following members:

4.1.2.1 7 members, appointed under clause 4.2.1;

4.1.2.2 2 staff members, appointed under clause 4.2.2;

4.1.2.3 2 parent members elected or appointed under clause 4.2.5;  
and

4.1.2.4 the head teacher of the Academy (the "Headteacher");

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

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

4.2.1 The Directors may appoint 7 persons to serve on the Local Governing Body, ensuring that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning.

- 4.2.2 The Local Governing Body may appoint up to 2 persons who are employed at the Academy to serve on the Local Governing Bodies, provided that the total number of such persons (including the Headteacher) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non teaching) may be taken into account when considering appointments.
- 4.2.3 Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body who are employed at the Academy the Local Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Headteacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Body.
- 4.2.4 The Headteacher shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.2.5 Subject to clause 4.2.9, the parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.2.6 The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Local Governing Body, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Local Governing Body which is contested shall be held by secret ballot
- 4.2.7 The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.

- 4.2.8 Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.2.9 The number of parent members of the Local Governing Body required may be made up by persons appointed by the Local Governing Body if the number of parents standing for election is less than the number of vacancies.
- 4.2.10 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 4.2.9, the Local Governing Body shall appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

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

- 4.3.1 The term of office for any person serving on the Local Governing Body shall be 4 years, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected to the Local Governing Body.

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

- 4.4.1 A person serving on the Local Governing Body shall cease to hold office if he resigns his office by notice to the Local Governing Body

(but only if at least three persons will remain in office when the notice of resignation is to take effect).

4.4.2 A person serving on the Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed him, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. A person may also be removed by the Directors but only after the Directors have given due regard to any representations by the Local Governing Body. This clause does not apply in respect of a person who is serving as a parent member on the Local Governing Body.

4.4.3 If any person who serves on the Local Governing Body in his capacity as an employee at the Academy ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his work at the Academy.

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

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

4.5.1 No person shall be qualified to serve on the Local Governing Body unless he is aged 18 or over at the date of his election or appointment.

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

4.5.3 A person serving on the Local Governing Body shall cease to hold office if he is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body

held within a period of six months and the Local Governing Body resolves that his office be vacated.

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

4.5.4.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

4.5.4.2 he is the subject of a bankruptcy restrictions order or an interim order.

4.5.4.3 at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

4.5.4.4 he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

4.5.4.5 he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

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

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

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

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

4.5.6 A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

4.5.7 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the Trust a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Headteacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

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

4.5.9 This clause 4.6 and paragraph 2 of Appendix One shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

## **5. DELEGATED POWERS**

### **5.1 General Provisions**

5.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution, the management of the business of the Academy



shall be delegated by the Directors to the Local Governing Body who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all the powers so delegated.

- 5.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the strategic policy and procedures of the Academy and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governing Body.
- 5.1.3 Appendix One to this Scheme sets out the general principles of delegation of responsibilities from the Directors to the Local Governing Body and from there to individuals. This will be reviewed by the Directors on an annual basis. Directors have the right to remove any delegation at any time, whilst having due regard to the views of the Local Governing Body.
- 5.1.4 Except as provided for in this Scheme of Delegation and Appendix One, in addition to all powers hereby expressly conferred upon the Local Governing Body and without detracting from the generality of the powers delegated, the Local Governing Body shall have the following powers, namely:
  - 5.1.4.1 to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Local Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy; and

5.1.4.2 to enter into contracts on behalf of the Company in so far as they relate to the Academy.

5.1.5 In the exercise of its powers and functions, the Local Governing Body shall consider any advice given by the Headteacher and any other executive officer as well as the Directors.

5.1.6 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited.

## 5.2 **Ethos and Values**

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

5.2.2 At all times, the Directors and the Local Governing Body shall ensure that the Academy is conducted in accordance with the object of the Company, and any agreement entered into with the Secretary of State for the funding of the Academy.

## 5.3 **Finance**

5.3.1 Not less than 120 days before the commencement of each financial year of the Company ("Financial Year") the Local Governing Body shall submit a 3 year budget for the Academy for that year and the subsequent 2 years to the Directors for approval which shall not be unreasonably withheld or delayed. The provisions of clause 5.3.1 shall be taken into account in preparing the Budget.

5.3.2 In acknowledgement of the receipt by the Directors of funds in relation to the Academy provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the

Academy for the purposes of the Academy less than 7% of the funds received from the Secretary of State to fund Central Services, the % amount to be determined each year by the Directors acting reasonably.

- 5.3.3 The Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy provided the expenditure on such contracts is taken into account in the relevant Budget, and subject to the provisions of Appendix 2. The Local Governing Body shall first obtain the written consent of the Trust Team for any single matter that falls outside of the Academy budget that may cause the academy to go into deficit either in the current financial year or in future years as identified in the 3 year budget plan. Contracts that are longer than 3 years must be referred to the Chief Operations Officer for approval as contracts over 3 years in length may require review under the European Tender Process.
- 5.3.4 The accounts of the Company shall be the responsibility of the Directors but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Directors shall require. Without prejudice to the above, the Local Governing Body shall provide, or Central Services shall provide on their behalf, monthly management accounts to the Directors. Where management accounts are produced on behalf of the academy by Central Services such accounts will be circulated to The Local Governing Body on a monthly basis and will be presented by Central Services to such Local Governing Body committees as the academy may require.
- 5.3.5 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the Department for Education requirements, as set out in the Academies Financial Handbook, are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 5.3.6 The Local Governing Body shall inform the Directors of any need for unplanned expenditure exceeding £5,000 and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding in order that the Company has the

opportunity to source funding elsewhere and minimise the impact on the academy budget.

5.3.7 The Local Governing Body shall develop appropriate risk management strategies in compliance with and consistent with those applicable to the Company as a whole and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy.

#### 5.4 **Premises**

5.4.1 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.

5.4.2 The Local Governing Body shall in conjunction with the Directors develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.

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

5.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Directors.

#### 5.5 **Resources**

##### 5.5.1 **Headteacher**

5.5.1.1 The Directors shall appoint the Headteacher and Deputy Headteacher with representation by the Local Governing Body. The Directors and the Local Governing Body may delegate such powers and functions as they consider are required to the Headteacher and Deputy Headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies

approved by the Directors and the Local Governing Body and for the direction of the teaching and curriculum at the Academy).

#### 5.5.2 **Other Staff**

5.5.2.1 Subject to clauses 5.5.1 the Local Governing Body shall be responsible for the appointment and management of all staff to be employed at the Academy provided that the Local Governing Body shall:

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

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

5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;

5.5.2.1.4 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.

The Headteacher shall carry out the performance management of all staff and shall put in place procedures for the proper professional and personal development of staff. Performance Management of the Headteacher will be carried out in conjunction with the Board of Directors.

5.5.2.2

#### 5.6 **Curriculum and Standards**

5.6.1 The Local Governing Body shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Directors in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.

5.6.2 The Local Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but

shall follow such advice and recommendations of the Directors as they might issue from time to time.

5.6.3 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Directors.

5.6.4 Any decision to expand the Academy shall be that of the Directors, having regard to the views of the Local Governing Body.

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

5.7.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, would be the responsibility of the Local Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Directors and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

#### 5.8 **Regulatory Matters**

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

### 6. **OPERATIONAL MATTERS**

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

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

6.3 Both the Directors and all members of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed

them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

- 6.4 The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 6.5 The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 6.6 The Local Governing Body shall submit to any inspections by the Directors to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.
- 6.7 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.
- 6.8 In the exercise of their powers and functions the Local Governing Body shall consider any advice given by the Directors.
- 6.9 The Local Governing Body shall adhere to a policy for the admission of pupils to the Academy approved by the Directors from time to time.

## **7. ANNUAL REVIEW**

- 7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy.
- 7.2 Notwithstanding this being the second Scheme of Delegation effective 1<sup>st</sup> March 2019 to apply in respect of the Academy, the Directors will have the absolute discretion to review this

Scheme of Delegation at least on an annual basis and to alter any provisions of it.

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



## **APPENDIX ONE**

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

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

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

for the purposes of the meeting.

- 1.6 Where, in the circumstances referred to in paragraph 1.5 of this Appendix, the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Local Governing Body shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.
- 1.7 The Trust Clerk shall act as chairman during that part of any meeting at which the chairman is elected.
- 1.8 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.9 The chairman or vice-chairman may only be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.
- 1.10 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
  - 1.10.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and
  - 1.10.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.11 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.
- 1.12 Directors shall remove a chair from post in accordance with Articles 101 and 104.

## **2. CONFLICTS OF INTEREST**

- 2.1 Any member of the Local Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with his duties as a member of



the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any personal financial interest).

- 2.2 For the purpose of paragraph 2.1 of this Appendix, a person has a personal financial interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy or via a related third party.
- 2.3 Any disagreement between the members of the Local Governing Body and the Headteacher or the Local Governing Body shall be referred to the Directors for their determination.

### **3. THE MINUTES**

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- 3.1.1 all appointments of officers made by the Local Governing Body; and
  - 3.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.
- 3.2 The chairman shall ensure that copies of minutes of all meeting of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

## **5. DELEGATION**

- 5.1 Provided such power or function has been delegated to the Local Governing Body, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them in accordance with Appendix Two. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.
- 5.2 Where any power or function of the Directors or the Local Governing Body is exercised by any Director, the Headteacher or any other holder of an executive office, that person shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

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

- 6.1 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings.
- 6.2 The Local Governing Body shall meet at least six times in every school year. Meetings of the Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:
- 6.2.1 given by the Directors or the Local Governing Body; or

- 6.2.2 given by the chairman of the Local Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.3 Any three members of the Local Governing Body may, by notice in writing given to the secretary, requisition a meeting of the Local Governing Body; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.
- 6.4 Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:
- 6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the Local Governing Body at the address provided by each member from time to time; and
- 6.4.2 a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.1 the members of the Local Governing Body so resolve; or
- 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10 of this Appendix, subject to paragraph 6.12 of this Appendix.

- 6.8 Where in accordance with paragraph 6.7 of this Appendix, a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.9 Where the Local Governing Body resolves, in accordance with paragraph 6.7 of this Appendix, 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.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.
- 6.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.12 The quorum for the purposes of:
- 6.12.1 appointing a parent member;
- 6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
- 6.12.3 any vote on the removal of the chairman of the Local Governing Body;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters [plus a Director].
- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the

votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.

- 6.14 Subject to paragraphs 6.10 – 6.12 of this Appendix, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.15 The proceedings of the Local Governing Body shall not be invalidated by
- 6.15.1 any vacancy on the board; or
  - 6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18 of this Appendix, the Local Governing Body shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Local Governing Body;
  - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
  - 6.17.3 the signed minutes of every such meeting; and
  - 6.17.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in



pursuance of paragraph 6.17 of this Appendix, any material relating to:

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

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

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

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

6.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

6.19.2 the Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## **7. NOTICES**

7.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the 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.

7.2 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.

- 7.3 A member of the Local Governing Body present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 7.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## **8. INDEMNITY**

- 8.1 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## The Propeller Academy Trust

### DELEGATION CHECK LIST

**KEY**

Level 1: The Propeller Academy Trust

Level 2: Local Governing Body

Level 3: An individual governor

Level 4: Headteacher.

Column blank: Action could be undertaken by this level.

Column blocked off: Function cannot be legally carried out at this level.

**\*It should be remembered that although decisions may be delegated, the Trust/governing body as a whole remains responsible for any decision made under delegation\***

Key Function	No	Tasks	Decision Level			
			1	2	3	4
<b>Central Services</b>	1.	To determine the scope of mandatory core services to be delivered by the Trust on behalf of its Academies	X			
	2.	To identify those additional services to be procured on behalf of individual academies	X	X		X

	3.	To ensure centrally procured services provide value for money	X			
<b>Budgets</b>	4.	To determine to proportion of the overall Academy budget to be delegated to individual Academies	X			
	5.	To develop and propose the individual Academy budget		X		
	6.	To approve the first formal budget plan each financial year	X			
	7.	To monitor monthly expenditure.	X			
	8.	To approve any virements between budget headings and/or likely budget overspends, subject to agreed delegation limits	X			
	9.	To establish financial decision levels and limits	X			
	10.	To establish a charging and remissions policy	X	X		
	11.	To appoint the Responsible Officer	X			
	12.	Miscellaneous financial decisions outside of the agreed budget	X			
	13.	To make payments within agreed financial limits				X
<b>Staffing</b>	14.	Headteacher appointments (selection panel)	X	X		
	15.	Deputy appointments (selection panel)	X	X		X

	16.	Appoint other teachers				X
	17.	Appoint non teaching staff				X
	18.	Agree a pay policy	X			
	19.	Pay discretions	X			
	20.	Establishing disciplinary/capability procedures	X			
	21.	Dismissal of Headteacher/Deputy	X			
	22.	Dismissal of other staff	X			
	23.	Suspending head (CoG)	X			
	24.	Suspending staff (except head)				X
	25.	Ending suspension (head)	X			
	26.	Ending suspension (except head)	X			
	27.	Determining staff complement within agreed budget	X			
	28.	Determining dismissal payments/ early retirement	X			
<b>Academy Effectiveness</b>	29.	Overall accountability for the effectiveness of the Academy	X			
	30.	Responsibility for the effectiveness of the Academy		X		
	31.	Responsibility for pupil outcomes				X
	32.	Accountability for pupil outcomes		X		
<b>Curriculum</b>	33.	To develop a curriculum policy		X		

	34.	To approve the curriculum policy		X		
	35.	To implement curriculum policy				X
	36.	Responsible for standards of teaching				X
	37.	Accountability for standards of teaching				X
	38.	Responsibility for individual child's education				X
	39.	Accountability for individual child's education		X		
	40.	Provision of sex education – to establish and keep up to date a written policy				X
	41.	To prohibit political indoctrination and ensuring the balanced treatment of political issues				X
<b>Performance Management</b>	42.	To develop a performance management policy	X			
	43.	To implement the performance management policy				X
	44.	To review annually the performance management policy	X			
<b>Target Setting</b>	45.	To propose targets for pupil achievement				X
	46.	To agree targets for pupil achievement		X		
<b>Discipline/Exclusions</b>	47.	To establish a discipline policy		X		

	48.	To review the use of exclusion and to decide whether or not to confirm all permanent exclusions and fixed term exclusions where the pupil is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination. (Can be delegated to chair/vice-chair in cases of urgency)		X		
	49.	To direct reinstatement of excluded pupils (Can be delegated to chair/vice-chair in cases of urgency)		X		
<b>Admissions</b>	50.	To consult before setting an admissions policy	X			
	51.	Admissions: application decisions				X
	52.	To establish and operate an appeals procedure		X		
<b>Religious Education</b>	53.	Responsibility for ensuring provision of RE in line with school's basic curriculum				X
<b>Collective Worship</b>	54.	In all schools to ensure that all pupils take part in a daily act of collective worship (after consulting GB)				X
<b>Premises &amp; Insurance</b>	55.	Buildings insurance and personal liability	X			
	56.	Developing school buildings strategy or master plan	X			
	57.	Procuring and maintaining buildings, including developing properly funded maintenance	X			

		plan				
	58.	Undertaking planned and basic maintenance and repairs within delegated limits				X
<b>Health &amp; Safety</b>	59.	To develop a health and safety policy	X			
	60.	To implement the health and safety policy				X
	61.	To ensure that health and safety regulations are followed		X		
<b>School Organisation</b>	62.	To publish proposals to change category of school	X			
	63.	To set the times of school sessions and the dates of school terms and holidays				X
	64.	To ensure that the school meets for 380 sessions in a school year		X		
<b>Information For Parents</b>	65.	To prepare and publish the school prospectus or website				X
	66.	To ensure provision of free school meals to those pupils meeting the criteria				X
	67.	Adoption and review of home-school agreements		X		
<b>GB Procedures</b>	68.	To draw up instrument of government and any amendments thereafter	X			
	69.	To appoint (and remove) the chair and vice-chair of a permanent or a temporary governing body	X			



	70.	To appoint and dismiss the clerk to the governors	X			
	71.	To hold a full governing body meeting at least six times in a school year or a meeting of the temporary governing body as often may require		X		
	72.	To appoint and remove Trust governors.	X			
	73.	To set up a Register of Governors' Business Interests		X		
	74.	To approve and set up a Governors Expenses Scheme	X			
	75.	To consider whether or not to exercise delegation of functions to individuals	X			
	76.	To regulate the GB procedures (where not set out in law)		X		
	77.	To determine the development needs of governors and put in place an appropriate programme	X	X		
	78.	To consider requests from other schools to join the Trust	X			
<b>Extended Schools</b>	79.	To decide to offer additional activities and to what form these should take		X		
	80.	To put into place the additional services provided				X
	81.	To ensure delivery of services provided				X

	82.	To cease providing extended school provision	X			
<b>Safeguarding</b>	83.	To institute a safeguarding policy	X			
	84.	To ensure that the safeguarding policy is implemented	X	X		X
<b>Policies</b>	85.	To determine, on an annual basis, those policies which will be developed by the Trust and mandatory for all Trust Academies	X			
	86.	To provide to the Trust, on an annual basis, copies of all school-specific policies and procedures and a schedule for their review		X		

## APPENDIX TWO

### Key Principles of Delegation

<b>Key Function</b>	<b>Trust Responsibility: The Directors</b>	<b>LGB Responsibility: Governors</b>
Vision and Ethos	Sets vision and ethos for the Academy	Ensures implementation, provides scrutiny, monitors and reports on vision and ethos
Target Setting	Sets KPIs and agrees improvement targets	Recommends improvement targets and reports on progress
Academy Budget	Approval of annual budget and variations	Recommends annual budget to the Trust
	Sets and reviews delegation limits	Operates within defined financial delegation limits
Staffing	Appoints SLT	Appoints all staff below SLT level
	Undertakes all staff disciplinary in conjunction with the Headteacher	Undertakes all staff disciplinary in conjunction with the Headteacher
	Sets pay policy and discretions	
	Establishes performance management policy	Ensures implementation, provides scrutiny of effectiveness, monitors and reports
Curriculum	Establishes curriculum policy	Ensure implementation, provides scrutiny of effectiveness, monitors and reports
Discipline and Exclusions	Establishes policy	Ensure implementation, provides scrutiny of effectiveness, monitors and reports
Admissions	Sets admissions policy and acts as admissions authority,	

	including appeals	
Premises	Develops and implements buildings strategy and management	
Health and Safety	Develops H&S Policy	Ensures implementation, provides scrutiny of effectiveness, monitors and reports
School Organisation	Responsible for all aspects of school organisation, including expressions of interest in schools joining the Trust	
Information for Parents		Develops prospectus, reports to parents and parental engagement activities
Governing Body Procedures	Establishes LGBs and ensures effective operation	
	Appoints Trust Governors to LGBs	Ensures election of parent and staff governors
Extended School		Determines and manages range of extended activities with financial agreement

## APPENDIX 3

### MATTERS RESERVED TO THE BOARD OF DIRECTORS OF THE COMPANY

- 1 Altering the name of the Academy.
- 2 Any borrowing (or aggregate borrowings) by the Company in respect of the Academy otherwise than as expressly provided in the relevant Budget for the Financial Year and on terms agreed in advance in writing by the Directors.
- 3 Making any acquisition or disposal of any material asset(s) of the Academy in excess of £5,000 otherwise than in the ordinary course of business.
- 4 Creating or granting any encumbrance or giving of any security or guarantee over the whole or any part of the undertaking or assets of the Company or the Academy or agreeing to do so.
- 5 Entering into any partnering or collaboration arrangement, joint venture or other agreement or arrangement for the joint administration or sharing of services of the Academy other than with another academy of the Company.
- 6 The appointment or dismissal of Headteachers or the Chief Executive Officer
- 7 Entering into any capital commitment of £10,000 or more that has not been previously agreed as part of the budgeting process in any financial year of the Company.
- 8 Any commitment or expenditure that is not taken into account in the relevant Budget for the Financial Year.
- 9 Entering into any contract for goods or services or goods and/or services in respect of which the Directors have notified the Local Governing Body that the Company is in negotiations for or has entered into purchasing arrangements for the supply of goods or services or goods and/or services of a similar nature for more than one of the academies of the Company.
- 10 Employing or offering to employ or engage the services of any member of staff for a position within Central Services for which the Directors has notified the Local Governing Body that the Company intends to employ or engage the services of a person or persons to provide services for more than one of the academies of the Company.
- 11 Any acquisition or disposal or other transaction concerning the use or occupation of land.
- 12 Prosecution, defence or settlement of litigation.
- 13 The approval of Budgets and any material changes to them.
- 14 Approval of the appointment of the Academy's professional advisers.
- 15 This schedule of matters reserved for Directors' decisions.
- 16 Any decision to cease to operate all or a material part of the Academy's operations.