



Governor Handbook

September 2020

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1. Legal and Administrative Details of the Company

Company name: Balmoral Learning Trust

Company number: 08083620

Registered office: East Herrington Primary Academy
Balmoral Terrace
Sunderland
SR3 3PR

Charitable status: Exempt charity

2. Purpose of this Document

This Governance Handbook summarises the legal structure of the Company and sets out the basic internal arrangements for the governance of the Company and its academies and schools. This should be read in conjunction with the most recent version of the DFE Governor Handbook.

3. Responsibility for this Document

This Governance Handbook was created by and is maintained by the Directors of the Company. Any staff may be delegated responsibility to lead on the review and propose amendment to this document, but amendments shall be ratified by the Directors.

4. Review of this Document

This Governance Handbook shall be reviewed and updated at least biennially and whenever the introduction of new legislation or guidance from the Secretary of State for Education or another lawful authority requires it. The Clerk to the Directors shall also be tasked with prompting and participating in reviews.

5. Overview of the status of the Company

The Company:

- is a company limited by guarantee registered with Companies House;
- is an exempt charity;
- has contracted with the Secretary of State for Education to run one or more academies;
- is subject to company audit laws;
- is accountable to the Secretary of State for Education, pupils, parents and other stakeholders;
- retains the legal responsibility for running the academies; and
- owns all assets and liabilities, rights and obligations of the academies.

6. Constitution of the Company

The constitution of the Company is the Articles of Association, which are recorded at Companies House. This Governance Handbook and all other rules, regulations, authorities and powers are derived from and subject to the Articles. If there is any inconsistency the Articles always prevail.

7. Charitable Status

As an Academy Trust the Company is classified as an 'exempt charity'. This means the Company is legally a charity, but does not have to (and cannot) register with the Charity Commission (the regulator of Charities in England and Wales).

8. Legal Entities

Academies, like maintained schools, are not established as legal entities in their own right. All of the assets and liabilities of each Academy / School run by the Company are owned by the Company and all contracts (whether in relation to employees or otherwise) for each academy and will be held and entered into by the Company.

9. Overview of Company Governance Structure

The Company has two layers of corporate governance:

- The members retain control over the direction of the Academy Trust and appointment of Directors.
- The Directors have responsibility for the oversight of the day-to-day management and operation of the Academy Trust carried out by the executive team.

The Company has a third layer of governance:

- Local Governing Bodies are established to take a role in supporting and advising on the work of one academy or school. Local Governing Bodies consist of a Board of Governors.

The Company's staff carry out the day to day work of the Company. Within each academy/school the Head Teacher leads the staff.

The following sections of this handbook summarise the roles and functions of the various tiers within the Company.

10. Roles for each Academy/School

Within the Company structure there are three main roles for each Academy/School: Directors, Governors and staff.

11. Overview of Governance Arrangements

A diagram summarising the Company's general structure is included at Annex 1.

12. Functions of the Members of the Company

A company limited by guarantee has guarantors who are referred to as members. A company limited by guarantee does not have shareholders.

The members do not receive dividends or other remuneration. Each of the members as a guarantor agrees to contribute towards any outstanding liabilities of the Company if the company is wound up with outstanding debts. Each member's personal liability is limited to £10.

The members' main functions are:

- overseeing the achievement of the objectives of the company;
- taking part in Annual General Meetings and any other General Meetings;
- appointing some of the Directors;
- overseeing the Company's financial accounts and annual report;
- overseeing the performance of the Directors;
- exercising company law powers reserved to the members, such as amending the Articles of the company and to remove Directors.

13. The Directors of the Company

This section summarises the legal duties, role and functions of the Directors of the company. The Directors are the directors of the Company in company law. They are charity trustees in charity law. They are referred to in this document as the "Directors".

Staff

In each Academy/School led by the Head Teacher paid staff do the day to day work in accordance with the strategies/policies of the Trust and the Academy / School

Directors

Set the strategy and policies for the company and group of academies / schools

Local Governing Body (the Governors)

Monitor the progress of one Academy / School and lead on educational outcomes and parental and community engagement.

a) Duties of Directors

Directors have a number of legal duties that they must adhere to when acting on behalf of the Company. These include duties:

- to act in the best interests of the company;
- to act within their powers;
- to exercise independent judgment;
- to exercise reasonable care, skill and diligence;
- to avoid conflicts of interest;
- to declare any interest in proposed transactions or arrangements with the company;
- not to accept benefits from third parties; and
- to promote the success of the company. Success for a charitable company means (in basic terms) achieving its objectives.

Should any Director have any concerns that he may be acting, or about to act, in breach of any duty or in a situation where his interests conflict with the interests of the Company, legal advice should be sought as soon as possible.

Directors will all have enhanced DBS disclosure. When any Director visits the academy s/he should always sign in at the office and obtain a visitor's pass which must be worn whilst on the site.

b) The Functions of the Directors of the Company

- Setting aims and objectives of the Company in accordance with the charitable objects set out in the Articles.
- Monitoring and evaluating performance against the aims and objectives.
- Responsibility for the company's financial performance, accounts and annual report.
- Ensuring the Articles of the company (subject to the Members, Secretary of State for Education's and Charity Commission's approvals) are fit for purpose.
- Appointing some of the governors of each Local Governing Body if necessary and removing Governors if need be.
- Along with members of the Local Governing Bodies recruiting, managing and supporting academy Head Teacher.
- Setting strategic policy for the academies.
- Setting (if appropriate) and/or approving academy budgets and performance plans.

- Monitoring educational standards and performance in the academies / schools within the Trust.

c) Term of office of the Directors

The term of office for most Directors is four years except for the Chief Executive Officer who is an ex-officio Director (they will be a Director as long as they hold the post of CEO).

After their term of office Directors will retire but may be reappointed or re-elected if they remain eligible and agree.

d) Decision making by the Directors

Resolutions and decisions of Directors must be made in accordance with the Articles. In accordance with statutory guidance the factors that must be taken into account when Directors make a decision and whether the actions they are taking will promote the success of the company include:

- whether the decision is in the best interests of the Company;
- whether the course of action is in furtherance of the charitable objectives of the Company;
- the likely consequences of any decision in the long term (as well as the short term);
- the interests of the company's employees;
- the need to maintain business relationships with suppliers, customers and others; and
- the impact of the company's operations on the community and the environment.

The above factors should be considered every time the Board of Directors makes a decision or passes a resolution to ensure that the decision being made is in the best interests of the Company. Directors should note that the above list is not exhaustive and that there will often be other factors that are relevant when taking decisions. Directors should detail the factors that have been taken into account when passing a resolution in appropriate minutes of a meeting or written record of the resolution.

e) Directors' Meetings

The requirements for Directors' meetings (frequency, notice, quorum, voting etc) are set out in the Articles and must be complied with.

14. Committees

The Directors will establish the following main committees to assist them in fulfilling their role:

- Finance and Audit Committee;
- Performance and Standards Committee.

The committee structure, terms of reference and memberships are reviewed at least annually.

15. Local Governing Bodies (LGB)

a) The Role of the Local Governing Bodies

Each Academy / School has a Local Governing Body; whose role is to exercise leadership on behalf of the Company in the running of the individual academy. The Local Governing Body provides information to the Directors on the operation and success of the academy / school.

The purpose of a Local Governing Body is to:

- help the Directors and academy/school Head Teacher and Senior Leadership Team by monitoring performance targets for the academy/school;
- monitor the effectiveness of the academy/school outcomes;
- act as a critical friend to the academy/school Head Teacher and Senior Leadership Team;
- help the academy/school respond to the needs of parents and the community;
- help make the academy/ school be open and accountable to the public for what it does;

- exercise the responsibilities and powers delegated to it by the Directors in partnership with the Head Teacher and staff.

It is not the role of the LGB to intervene in the day-to-day management of the academy/school. The Head Teacher, senior leadership team and staff are responsible for the operational delivery of the academy/school.

If the LGB has concerns about weaknesses in the academy / school it should report them to the Directors via the CEO or relevant committee of Directors depending on the nature of the concern.

b) Key responsibilities of the Local Governing Body (LGB)

It is the responsibility of the LGB to ensure that the academy/school complies with all policies and procedures established by the Directors, specifically:

- monitoring the performance of the academy/school;
- ensuring the quality of educational provision;
- evaluating pupil outcomes;
- raising any concerns and potential risks with the Directors.

Governors are expected to exercise reasonable care and skill, and be objective in carrying out their responsibilities.

c) Functions delegated to the Local Governing Bodies

To carry out its role the Local Governing Body will:

- recommend to the Directors a specific vision and mission for the academy/school consistent with the Company's general vision, mission and objectives;
- encourage the highest standards of leadership and management at all levels with the academy/school; in doing this, the LGB will:
 - ✓ support, advise and hold the Head Teacher to account;
 - ✓ challenge and support the leadership team;
- organise its own work.

The Local Governing Body will monitor and evaluate the work of the academy/school.

d) Powers of the Governors

The chair of the governors is authorised to discharge any function of the governors if the delay of calling a meeting would be likely to be seriously detrimental to the academy, to a pupil, to a parent or to an employee.

16. Composition of the Local Governing Bodies (LGB)

When a good school joins Balmoral Learning Trust the composition of the Local Governing Body may not need to change. The Directors' main concern is to ensure the Local Governing Bodies are effective in their role.

It should be expected that there will be differentiation between the Local Governing Bodies of academies/schools that are performing well and those which are under-performing or require support.

The composition of the Local Governing Bodies is detailed in Annex 2.

The Directors reserve the power to remove governors from office and change the governance structure, subject to the provisions of the Articles of Association.

As long as governors have acted honestly, for the benefit of the academy, reasonably, and within the law and terms of their delegated powers they cannot be held personally liable for any liabilities incurred on behalf of the Company.

17. Rules of the Local Governing Bodies

The rules for the Local Governing Bodies annexed to this Governance Handbook at Annex 2 are incorporated into this Governance Handbook. The rules provide the constitution for the Local Governing body.

18. Advisory Committees

If at any time the Directors do not maintain a Local Governing Body for an academy or school they shall establish an Advisory Committee in relation to that academy. The Advisory Committee shall be constituted at the Directors' discretion provided that it will include at least two representatives of parents of pupils at the academy / school. The Advisory Committee's role will be to provide advice to the Directors in relation to the functioning of that academy. For the avoidance of doubt decisions would be made at the sole discretion of the Directors and no decision making power would be delegated to the Advisory Committee.

An advisory committee may be set up if the LGB did not fulfil their role or if there was an identified issue by Ofsted or an external body.

19. Scheme of Delegation

The Scheme of Delegation sets out the powers the Local Governing Bodies may exercise on behalf of the Directors. Please see separate document – Scheme of Delegation.

20. Delegated Decision-Making Authorities

All decision-making authorities are delegated by the Directors and the Directors may revoke or alter the extent of any decision making authority at any time. The summary of delegated decision making authorities included in this Governance Handbook sets out the Directors' expectations on delegation in respect of academies and the Company generally where academies / schools and staff in post are performing well.

21. Protocol for Governor Visits to the Academy

The Local Governing Body and staff need to work together in an atmosphere of trust and mutual respect. This protocol is intended to help achieve this.

a) Remit of this protocol

This protocol is intended to cover governor visits to the academy/school, ie those arranged with the Head Teacher or staff to focus on aspects of the business plan or other identified issues. It is acknowledged that most governors also visit the academy/school in other capacities, eg assemblies, concerts, PTA events etc.

b) Purpose of visits

- To help governors understand the academy/school.
- To enable governors to act as well informed critical friends.
- To help governors understand improvement priorities in real terms.
- To enhance governor-staff relationships.
- To help governors evaluate progress and monitor performance against targets.

c) Planning visits

- Governor visits may only be undertaken when planned in advance with the Head Teacher or relevant staff.
- All governor visits will have a pre-agreed focus, which will be communicated to relevant staff.

- Governor visits will usually have a focus which is linked to a current identified priority.
- Governors will read any relevant documentation prior to the visit.

d) During the Visit

- Governors will, at all times, respect confidentiality – including information relating to staff, children and family backgrounds.
- Governors will always remember their role when visiting classrooms. Governors are not there to evaluate staff or pupil performance. The governor's role is that of critical friend, not an inspector. Governors do not visit to make judgements, but to gain an understanding of the academy, issues affecting it and, importantly, to note the conditions in which pupils and staff work, to ensure a good learning environment and to take the views of the pupils and staff that might assist governors in their role.

e) After the Visit

Comments about the visit will be shared with the Head Teacher.

f) Safeguarding

Governors will all have enhanced DBS disclosure. When any Governor visits the academy they should always sign in at the office and obtain a visitor's pass, which must be worn whilst on the site.

g) New Governors

All new Governors should arrange a meeting with the Head Teacher to visit the academy / school and discuss their role.

22. Register of Business Interests

Each Director and Governor of a Local Governing Body is required to declare their interests in any businesses and complete a Register of Business Interests return when appointed and each time a new interest arises. Completed declarations must be returned to the Company Secretary. The form for declaring business interests is annexed to this Governance Handbook at the end of Annex 7.

Notwithstanding the Register, each Director and Governor of a Local Governing Body is required to declare any pecuniary or personal interest which could be perceived as a conflict of interest in a matter under discussion at a meeting and if it is agreed that a conflict of interest arises, could potentially arise or could be perceived as arising they will be expected to leave the meeting for the duration of any discussion or vote on the matter except that they may be asked to attend part of that discussion solely to answer any question that the remaining trustees or governors may have, but for no other purpose and thereafter they must leave the meeting again.

23. New Enquiries to Join the Trust

It is recognised that new schools may seek to join the Trust from time to time. The Directors will establish a general process for new enquiries. In the first instance any new enquiries should be directed to the Chief Executive Officer.

24. Induction and Ongoing Development

It is important that new Directors and new Governors are properly inducted to the Company and the Academy / School.

As a minimum new Directors and Governors will be given an induction including:

- A copy of the Company's Articles
- A copy of this Governance Handbook

- A copy of the most recent published annual accounts for the Company
- The Company's/Academy's Child Protection Policy
- The Company's/Academy's Health and Safety Policy
- The Academy's improvement plan

In addition, Governors' inductions will include:

- A meeting with the Head Teacher and tour of the academy / school
- A copy of the Rules for any Local Governing Body on which they serve
- A copy of the most recent available management accounts for any Local Governing Body on which they serve

All new Directors and Governors will be asked to sign a return to show they have received the above information. The form is set out at Annex 7.

All Directors and Governors will be expected to commit to engaging in relevant training.

Training needs will be identified through self-evaluation/audit linked to statutory requirements, best practice and individual Academy/School outcomes.

Chairs of Governors will also have ongoing development and training to enable them to effectively run LGBs on a termly basis.

25. Company policies

The Directors shall set policies and procedures for the Company's officers and staff to assist compliance with laws and the effective running of the Company and academies/schools. The Directors, Governors and all staff are expected to comply with the Company's policies and procedures at all times. All Company policies and procedures are intended to supplement the general principles set out in this Governance Handbook and are subject to the Articles.

The current policies can be obtained from the Company Secretary.

26. Clerks

The Directors must appoint a Clerk to assist with the administration of the Director meetings and matters of Company administration in accordance with the Articles.

The Clerk is expected to carry out many of the day to day functions of a company secretary but is not necessarily a company secretary by virtue of agreeing to the role of Clerk. At present the Clerk also carries out the role of the Company Secretary.

The Clerk's role is to assist the Directors. The appointment of a Clerk does not absolve the Directors from their duties in relation to the management and administration of the company or their joint responsibility for these matters.

Signed as true copy of the Governance Handbook:

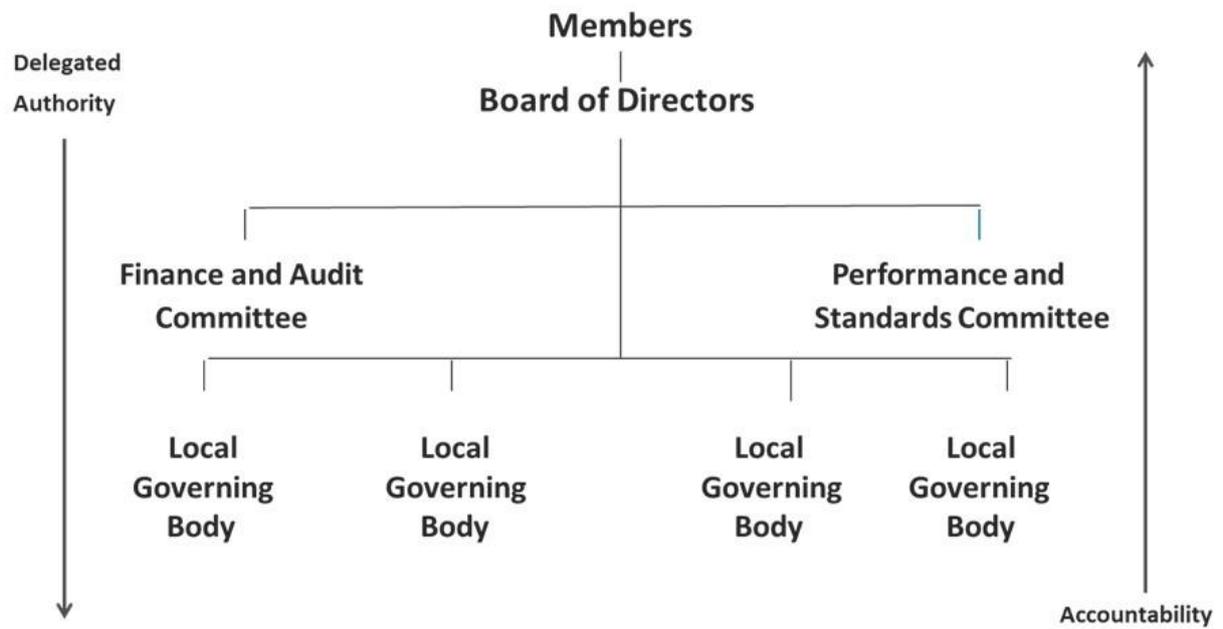
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Signature

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Print Name

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Position

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Date

Annex 1: Governance Structure Overview



Annex 2: Rules of Local Governing Bodies

1. Constitution of the LGBs

1.1. Categories of Governors on Local Governing Bodies

- 1.1.1. The individuals acting on each Local Governing Body shall be known as Governors.
- 1.1.2. The number of Governors who sit on each Local Governing Body shall be not less than three.
- 1.1.3. The LGB for each academy/school shall generally have the following Governors:
 - 1.1.3.1. staff Governors appointed under Rules 1;
 - 1.1.3.2. the Head Teacher of the Academy/School appointed under Rule 1.2.8;
 - 1.1.3.3. 2 Parent Governors appointed under Rules 1.2.9 to 1.2.13;
 - 1.1.3.4. 3 Community Governors;
 - 1.1.3.5. in the case of a sponsored academy any Governors appointed by the Sponsor;
 - 1.1.3.6. any additional Governors if appointed by the Directors at the request of the Secretary of State of Education;
 - 1.1.3.7. in the case of an academy that is sponsored, quasi-sponsored or otherwise requires support at least one Director with education sector experience shall serve on the Local Governing Body or the Directors shall appoint a Governor with such experience;
 - 1.1.3.8. any Director shall also be entitled to serve on any Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body. The Directors shall not be counted in a calculating a quorum if they are not in attendance.
- 1.1.4. The Directors may determine the constitution of the LGB for each Academy. Good schools / academies upon conversion to the Trust may continue with their present LGB organisation.

1.2. Appointment of Governors to the Local Governing Body (LGB)

- 1.2.1. The Directors appoint the Governors to the LGB for each academy, however, good schools/academies upon conversion to the Trust, may continue with their present LGB organisation
- 1.2.2. The Directors may consider any individual elected to represent staff or parents or otherwise proposed in accordance with the following provision, but appointments are at the discretion of the Directors.

General

- 1.2.3. The Directors may appoint any person who is eligible as a Governor on any LGB.
- 1.2.4. After the initial appointment of Governors to a LGB the Governors of the LGB may recommend to the Directors persons to serve on the LGB, having regard to any recommendations and guidance from the Directors and with regard to ensuring that the people serving on the LGB between them have an appropriate range of skills and experience and due attention is given to succession planning. Any such recommendations shall be proposed to the Directors whose decision is final.

Staff

1.2.5. Persons who are employed by the Company may serve on a LGB, provided that the total number of such persons on the LGB does not exceed one third of the total number of persons on the LGB (including the Head Teacher). There is no requirement to have staff representatives or for any particular mix of teaching and non-teaching representation.

1.2.6. Unless the Directors agree otherwise, in nominating persons who are employed at the Academy/ School to serve on the LGB, the LGB shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Head Teacher) and, where there are contested posts, shall hold an election by 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 LGB or in default by the Directors.

1.2.7. The LGB shall confirm the outcome of a nomination and/or election procedure and request that the Directors appoint the individual(s) selected provided the individual is eligible to act. The Directors' decision is final.

The Head Teacher

1.2.8. Unless otherwise decided by the Directors, the Head Teacher shall be treated for all purposes as being an ex officio member of the Local Governing Body for that academy/school.

Parents

1.2.9. Subject to Rules 1.2.10 to 1.2.13, a Parent Governor shall be elected by parents of registered pupils at the Academy/School and must be a parent of a pupil at the Academy at the time when he or she is elected. The Local Governing Body shall confirm the outcome of an election and request that the Directors appoint the individual elected provided the individual is eligible to act. The Directors' decision is final.

1.2.10. The LGB shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent Governors of the LGB, including any question of whether a person is a parent of a registered pupil at the Academy/School. Any election of persons who are to be the parent Governors of the LGB which is contested shall be held by secret ballot.

1.2.11. Where a vacancy for a parent Governors of the LGB is required to be filled by election, the LGB shall take such steps as are reasonably practical to secure that every person known to them to be a parent or a registered pupil at the Academy / School 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.

1.2.12. The arrangements made for the election of the Parent Governors of the LGB 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/School by a pupil registered at the academy.

1.2.13. In appointing a person to be a parent Governor of the LGB, the LGB shall appoint a person who is the parent of a registered pupil(s) 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.

1.3. Co-opting Governors

1.3.1 Following a skills audit and subject to a vacancy a Local Governing Body may appoint an appropriate person as a 'Co-opted Governor'. Directors should be informed of the appointment.

1.4. Term of office

1.4.1. The term of office for any person serving on the LGB shall be four years from the date of appointment, this time limit shall not apply to the Head Teacher. Subject to remaining eligible to serve (including any restrictions on who may serve within a particular category of Governor) on the LGB, any person may be re-appointed or re-elected to the LGB.

1.5. Resignation and removal

1.5.1. A person serving on the Local Governing Body shall cease to hold office if he resigns his office by notice (via the Clerk) to the Local Governing Body or the Directors (but only if at least three persons will remain as Governors when the notice of resignation is to take effect). If notice is given to the Directors, the Directors or the Clerk will give notice to the Local Governing Body.

1.5.2. A person serving on the Local Governing Body shall cease to hold office immediately if he is removed by the Directors. When considering removing a Governor the Directors shall give due regard to any representations made by the person and the Local Governing Body.

1.5.3. If any person who serves on the LGB in his capacity as an employee at the Academy/School ceases to work at the Academy/School, then he shall be deemed to have resigned and shall cease to serve on the LGB automatically on termination of his work at the Academy/School.

1.5.5. Where a person who serves on the LGB is removed from office those removing him shall give written notice thereof (via the Clerk) to the LGB who shall inform the Directors.

1.6. Disqualification of Governors of the Local Governing Body

1.6.1. No person shall be eligible to serve on the LGB unless he is aged 18 or over at the date of election or appointment. No current pupil of the Academy shall be entitled to serve on the LGB.

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

1.6.3. A person serving on the LGB shall cease to hold office if he is absent without the permission of the LGB from all the meetings of the LGB held within a period of six months without the consent of the LGB.

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

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

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

1.6.5. A person shall be disqualified from serving on the LGB at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Trustees 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).

1.6.6. A person serving on the LGB shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by

virtue of section 178 of the Charities Act 2011 (or any statutory derivation, re-enactment or modification of those provisions).

1.6.7. A person shall be disqualified from serving on the Local Governing Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

1.6.8. A person shall be disqualified from serving on the LGB at any time when he is:

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

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

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

1.6.9. A person shall be disqualified from serving on the Local Governing Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

1.6.10. A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

1.6.11. After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the Company a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 197. In the event that the certificate discloses any information which would in the opinion of either the chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether the 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.

1.6.12. Where a person becomes disqualified from serving on the Local Governing Body; and he was, or was proposed, to so serve, he shall on becoming so disqualified give written notice of the fact to the Local Governing Body who shall inform the Directors.

2. Chair and Vice-Chair of the Local Governing Body

2.1

At the first meeting of the academic year the Local Governing Bodies should elect a Chair and inform the Directors of the appointment. However, the Directors shall have the final decision on the selection and appointment of each chair and may appoint their own choice to the position if necessary.

2.2. The Governors of the Local Governing Body shall each school year, at their first meeting in that year, elect a vice-chair. Neither a person who is employed by the Company (whether or not at the Academy/School), nor a person who is at the time of the election already a Director of the Company, shall be eligible for election as vice-chair except with the prior approval of the Directors

(the Chief Executive Officer has delegated authority to make this decision on behalf of the Directors).

2.3. An election of the vice-chair which is contested shall be held by secret ballot.

2.4. The chair or vice-chair shall hold office as such until his successor has been elected and confirmed.

Resignation or Removal of Chair and Vice-Chair

2.5. The chair or vice-chair may at any time resign his office as chair or vice-chair by giving notice in writing to the Directors or the Local Governing Body.

2.6. The chair or vice-chair shall cease to hold office if:

2.6.1. he ceases to serve on the Local Governing Body;

2.6.2. he is removed from office;

2.6.3. in the case of the vice-chair, he is elected to fill a vacancy in the office of chair.

2.7. The chair or vice-chair may be removed from office by the Directors at any time or by the Local Governing Body in accordance with clause 2.8 below.

2.8. A resolution to remove the chair or vice-chair from office which is passed at a meeting of the Local Governing Body shall not have effect unless:

2.8.1. it is passed by a two thirds majority of the Governors of the Local Governing Body present and voting at a meeting or in writing;

2.8.2. the potential removal is a specific item of business for the meeting or the subject of a specific resolution and the grounds for removal have been circulated before the meeting or with the resolution;

2.8.3. the person who may be removed from office has been given the opportunity to put forward representations on the proposal and the Governors has considered any such representations.

Vacancies

2.9. Where a vacancy arises in the office of chair or vice-chair, the Governors or Directors shall at their next meeting appoint or elect a person to fill that vacancy.

2.10. Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting. If the vice-chair is also absent from the meeting the Governors of the Local Governing Body shall elect one of their number to act as chair for the purposes of that meeting.

3. Conflicts of Interest

3.1. Any Governor of the Local Governing Body who has or may have a 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 Governor 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).

3.2. For the purpose of paragraph 3.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration of the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy/School.

4. Disputes

4.1. Any disagreement between the Governors of the LGB or the members of any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

4.2. Any performance management, disciplinary, grievance or whistleblowing matters raised in relation to the Head Teacher shall be referred to the Directors. The Head Teacher will follow all lawful directions of the Directors and the Local Governing Body.

5. The Minutes

5.1. The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and kept by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the Governors of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair. The minutes shall include a record of:

5.1.1. all appointments of officers made by the Local Governing Body; and

5.1.2. 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.

5.2. The chair shall ensure that copies of minutes of all meetings of the Local Governing shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

6. Sub-Committees

6.1. The Local Governing Body will establish sub-committees as required.

6.2. Subject to any guidance from the Directors, sub-committees may invite anyone to attend a sub-committee meeting in a non-voting capacity.

7. Delegation

7.1. The Local Governing Body may delegate to any person serving on the Local Governing Body, sub-committee, the Head Teacher or any other holder of an executive office, powers or functions as they consider desirable to be exercised by them.

7.2. Where any power or function of the Directors or the Local Governing Body is exercised by any sub-committee, Director or Governor of the Local Governing Body, the Head Teacher or any other holder of an executive office, that person or sub-committee shall report to the Local Governing Body in respect of actions taken or decision made.

8. Meetings of the Local Governing Body (LGB)

8.1. Subject to these Rules and the Scheme of Delegation, the Local Governing Body may regulate its proceedings as the Governors of the Local Governing Body think fit.

8.2. The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing body shall be convened by the Clerk to the Local Governing Body. In exercising its functions under these Rules the Clerk shall comply with any direction:

8.2.1. given by the Directors or the Local Governing Body; or

8.2.2. given by the chair of the Local Governing Body or, in his absence or where this is a vacancy in the office of chair, the vice-chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 8.2.1 above.

8.3. Any three Governors of the Local Governing Body may, by notice in writing given to the Clerk, request a meeting of the Local Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

8.4. Each Governor of the LGB shall be given at least seven clear days before the date of a meeting:

8.4.1. notice in writing, signed by the Clerk, and sent to each Governor of the LGB at the postal address or email address provided by each Governor from time to time; and

8.4.2. a copy of the agenda for the meeting;

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

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

8.6. A resolution to rescind or vary a resolution carried at a previous meeting of the LGB shall not be proposed at a meeting of the 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.

8.7. A meeting of the Local Governing Body shall be terminated if:

8.7.1. the Governors of the Local Governing Body so resolve; or

8.7.2. the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 8.10

8.8. Where 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 discussed, 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 terminated.

8.9. Where the Local Governing Body resolves to adjourn a meeting before all the items of business on the agenda have been discussed, the Local Governing Body shall 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.

8.10. The quorum for a meeting of the LGB, and any vote on any matter, shall be any three of the Governors of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the LGB at the date of the meeting.

8.12. The quorum for the purposes of:

8.12.1. any vote by the Governors on the removal of a person as a Governor; or

8.12.2. any vote on the removal of the chair or vice-chair of the Local Governing Body; shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on those respective matters.

8.13. Every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor of the LGB shall have one vote.

8.14. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he may have.

8.15. The proceedings of the LGB shall not be invalidated by any vacancy on the board.

8.16. A resolution in writing, signed by all persons entitled to receive notice of a meeting of the LGB or of a subcommittee of the LGB, shall be valid and effective as if it had been passed at a meeting of the LGB or (as the case may be) a sub-committee of the LGB duly convened and held. Such a resolution may consist on several documents in the same form, each signed by one or more of the Governors of the LGB and may include an electronic communication by or on behalf of the LGB her agreement to the form of resolution providing that the Governor has previously notified the LGB in writing of the email address or addresses which the Governor will use.

8.17. The Local Governing Body shall ensure that a copy of:

8.17.1. the agenda for every meeting of the Local Governing Body;

8.17.2. the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;

8.17.3. the signed minutes of every such meeting; and

8.17.4. any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available at the Academy/ School to persons wishing to inspect them.

8.18. There may be excluded from any item required to be made available in relation to paragraph 8.17, any material relating to:

8.18.1. a named teacher or other person employed, or proposed to be employed at the Academy/School;

8.18.2. a named pupil at, or a candidate for admission to, the Academy / School; and

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

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

8.19.1. 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

8.19.2. 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.

9. Clerk

9.1. The Directors will appoint a Clerk for the Local Governing Body. The Clerk may be a person who is employed by the Company or may be paid for their services as Clerk.

9.2. The Directors shall determine any required qualifications, competences or experience when appointing the Clerk.

9.3. The Clerk shall assist with the administration of the Local Governing Body.

9.4. The Clerk shall attend each meeting of the Local Governing Body. If the Clerk is absent from a meeting the Governors will select one individual from among their number to perform the Clerk's duties for that meeting.

9.5. The Clerk does not have a vote.

10. Notices

10.1. A notice may be given by the Local Governing Body to its Governors either personally, by sending it by post, or by giving it using electronic communications to an address notified to the Local Governing Body by the Governor. A Governor whose registered address is not within the United Kingdom and who gives 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 Governor shall be entitled to receive any notice from the Local Governing Body.

10.3. A Governor 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.

10.4. Proof that an envelope containing a notice was properly addressed 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 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.

11. Indemnity

11.1. Every Governor of the Local Governing Body acting reasonably, honestly and in accordance with the Articles and the powers and authorities delegated to them shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity to the extent permitted by law.

Annex 3: A Code of Conduct for the Local Governing Body (LGB)

The purpose of the Governing Body

The Local Governing Body works on behalf of the Directors to hold the academy/school Head Teacher and staff to account.

It is responsible for promoting high standards. The LGB aims to ensure that children are attending a successful academy/school which provides them with a good education and supports their well-being.

The Local Governing Body:

- Sets the strategic direction of the academy by:
 - ✓ Setting the values, aims and objectives
 - ✓ Agreeing the policy framework for achieving those aims and objectives
 - ✓ Setting targets
 - ✓ Drafting the improvement plan and budget for approval by the Directors
- Challenges and supports the school by monitoring, reviewing and evaluating:
 - ✓ The implementation and effectiveness of the improvement plan and agreed policies
 - ✓ Progress towards targets
 - ✓ The budget and the staffing structure
- Ensures accountability by:
 - ✓ Responding to Ofsted reports when necessary
 - ✓ Holding the Head Teacher to account for the performance of the school
 - ✓ Ensuring parents and pupils are involved, consulted and informed as appropriate
 - ✓ Making information available to the community
- Be involved in the appointment and appraisal of the Head Teacher who will deliver the aims (through the day to day management of the school, implementation of the agreed policy framework and school improvement strategy, and delivery of the curriculum) and report appropriately to the Directors.

For Governing Bodies to carry out their role effectively, governors must be:

- ✓ prepared and equipped to take their responsibilities seriously;
- ✓ acknowledged as the accountable body by the lead professionals;
- ✓ supported by the Directors; and
- ✓ willing and able to monitor and review their own performance.

General

- Governors must understand the purpose of the Local Governing Body and the role of the Head Teacher as set out above.
- Governors must accept they have no legal authority to act individually, except when the Directors have given a delegated authority to do so.
- Governors must exercise independent judgement, but all decisions (whether passed or not) by the Governors are decisions of the whole and Governors will respect the decisions reached.

- Governors accept collective responsibility for all decisions made by the Governing Body or its delegated agents.
- Governors will sometimes have dissenting opinions, but once a decision is passed it must be respected. Governors should not publicly criticize a decision of the Governors as a whole or speak against a decision once it has been made whether in or out of Governors meetings.
- Governors have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, they will fulfil all that is expected of a good employer.
- Governors will encourage open governance and will act openly and accountably.
- Governors should consider how decisions may affect the community and local schools.
- Governors must always be mindful of our responsibility to maintain and develop the ethos and reputation of the Company and the academy / school.
- In making or responding to criticism or complaints affecting the academy / school Governors will follow the procedures established by the Directors.

Commitment

- Governors acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- Governors will each actively participate in the work of the Local Governing Body, and accept a fair share of responsibilities, including service on committees or working groups.
- Governors will not go beyond their duties or act outside of the powers of authority conveyed on them, and acknowledge that were a Governor to do so they could potentially be held personally liable.
- Governors will use their best efforts to attend all meetings and where they cannot attend they will offer their apologies and explanation for missing the meeting in advance.
- Governors will get to know the academy/school well and respond to opportunities to be involved in the academy's/school's activities.
- Governors' visits to the academy/school will be arranged in advance with the staff and undertaken within the framework established by the Directors and agreed with the staff.
- Governors will review their individual and collective needs for training and development, and will undertake relevant training.
- Governors are committed to actively supporting and challenging the Head Teacher and senior leadership team.

Relationships

- Governors will strive to work as a team in which constructive working relationships are actively promoted.
- Governors will express views openly, courteously and respectfully in communications with others.
- Governors will support the Chair in their role of ensuring appropriate conduct both at meetings and at all other times.

- Governors must be prepared to answer queries from other governors in relation to delegated functions and take into account any comments expressed. Governors must acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- Governors will seek to develop effective working relationships with the Head Teacher, staff and parents, the local authority and other relevant agencies and the community.

Confidentiality

- Governors will observe data protection rights and confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- Governors will exercise the responsible prudence at all times when discussions regarding academy business arise outside a governing body meeting.
- Governors will not reveal the details of how any governor voted on any issue unless specifically recorded in the relevant minutes.

Conflicts of interest

- Governors will record any pecuniary or other personal business interests in the Register of Business Interests.
- Governors will declare any pecuniary interest or a personal interest which could conflict with the Company's or academy's / school's interest which is to be discussed or arises during a meeting. They will leave the meeting for the duration of any discussion and vote on such matter.

Breach of this code of practice

- If any Governor believes this code has been breached, they will raise this issue with the Chair and the Chair will investigate. If a Governor believes this code has been breached by the Chair they should report it to the Directors for investigation.
- Any allegation of a material breach of this code of practice shall be raised at a meeting of the Governing Body, and, if agreed to be substantiated by a majority of governors, shall be minuted. The Governors should seek to address and resolve the matter at the earliest opportunity.
- In the case of a gross breach of this code of practice or if a suitable resolution to the issue cannot be agreed the Governing Body may consider suspension or removal of the individual in accordance with the Rules.
- If these actions are not followed in respect of a breach a Governor should report this to the Directors.

Annex 4: Equality within the Company

The policy and practice of the Company, its officers and staff must comply with the requirements of the Equality Act 2010. The Act makes it clear that the Company cannot unlawfully discriminate on the grounds of:

- age
- sex
- disability
- gender reassignment
- marriage and civil partnership
- pregnancy and maternity
- race
- religion or belief
- sexual orientation

The Company Directors and the Local Governors Bodies must have 'due regard' to equality considerations whenever significant decisions are being made or policies developed. All policies should be screened with an equality impact assessment.

Annex 5: Scheme of Delegation to Local Governing Bodies

1. Introduction

- 1.1. This Scheme of Delegation applies to all academies/schools run by Balmoral Learning Trust.
- 1.2. The Directors are accountable to external government agencies including the Charity Commission and the Department for Education, EFA Education Funding Agency (including any successor bodies) for the quality of education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3. In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on the Local Governing Bodies which are established to ensure the good governance and parent and stakeholder participation of the individual academies. The LGBs are committees established by the Trustees and are at all times subject to any directions the Trustees may give. The terms of this delegation may be altered, suspended or withdrawn by the Directors.
- 1.4. This Scheme of Delegation explain the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academies/School, the respective roles and responsibilities of the Directors and Governors of the Local Governing Bodies and the commitment to each other to ensure the success of each academy/school.
- 1.5. It is intended that a Local Governing Body shall be established for each Academy/School.
- 1.6. Certain decisions and actions in respect of the Company and the Academies/Schools are reserved to the Directors.
- 1.7. In general terms responsibility for holding the Head Teacher and school staff to account for educational outcomes and parental and community engagement and consultation for each academy will be delegated to a Local Governing Body.
- 1.8. This Scheme of Delegation has been put in place by the Trustees 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.

2. Scheme of Delegation

Please see separate document 'Balmoral Learning Trust Scheme of Delegation'

3. Directors' Powers and Responsibilities

- 3.1. The Board of Directors, their powers and administration of their meetings and affairs is established in the Articles and the Scheme of Delegation
- 3.2. 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, setting budgets and policies for the group, establishing committees with particular areas of focus and responsibilities. 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.
- 3.3. The Directors have a duty to act in accordance with the Company's objects as identified in the Articles of Association.

3.4. Directors will have regard to the interests of all academies / schools for which the Company is responsible in deciding and implementing any policy or exercising authority in respect of any one Academy.

4. Coordinating Local Governing Bodies Work

4.1. General provisions

4.1.1. It is vital to the reputation and the overall governance and management of the Company and the Academies / Schools that the work of the Local Governing Bodies is coordinated to avoid the risk of waste, duplication, and inconsistency in the development and implementation of policies and procedures.

4.1.2. All LGBs must work within a structure of openness and accountability to ensure that decisions are consistent with the Company's commitment statement and the values and ethos of the Academy.

4.1.3. LGBs and their sub-committees must ensure that the Directors are consulted and kept informed appropriately where they have, or are likely to have, an interest in the topic or matter

4.1.4. To ensure consistency of the Company's public relations, the LGBs and any committee with any responsibility for marketing or any other public representations must clear their policies and press statements with the Director of Finance and Operations or Chief Executive before issuing the material to the public.

5. Delegated Powers of Local Governing Bodies

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 and the decisions of the Directors, the following responsibilities and powers relating to each Academy / School are 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 responsibilities for the Academy / School delegated to them in accordance with the terms of the Scheme of Delegation.

5.1.2. The delegated powers are delegated to the Local Governing Body as a whole.

5.1.3. A meeting of the LGB at which a quorum is present may exercise all powers delegated to it.

5.1.4. In general terms, the responsibility of the LGB is to lead on holding the Academy's / Schools Head Teacher and staff to account on educational outcomes, parental and community engagement.

The LGB will help the Directors implement the group policies and monitor achievements. The LGB will provide feedback to Directors on progress and raise any matters of concern with the Directors. In particular, the LGB will monitor the Academy's / School's pupils' progress and the impact of the Academy / School in delivering the curriculum.

5.1.5. In addition to all powers already conferred upon the Local Governing Body the Local Governing Body shall have the following additional powers:

5.1.5.1. to demand from the Academy's/ School's Head Teacher and staff the information needed to perform their monitoring functions.

5.1.6. In the event of a situation requiring an immediate decision the chair or in his absence the vice-chair shall have authority to make a decision and/or take action on behalf of the Local

Governing Body. Following any such decision or action the chair or vice-chair shall report their actions to the Local Governing Body as soon as reasonably practicable. The situation shall thereafter be managed in the usual way.

5.1.7. In the exercise of its powers and functions, the Local Governing Body will consider any advice given by the Head Teacher.

5.1.8. The Local Governing Body must comply with any directions and consider any advice given by the Chief Executive of the Company acting as spokesperson and conduit for the Directors as a whole or in emergency situations where an immediate action is required.

5.1.9. The Head Teacher shall ensure that finances are managed in line with the agreed financial protocols.

5.2. Ethos and Values

5.2.1. Whilst the LGB shall be responsible for ensuring that the Academy is conducted in accordance with its vision and values, this should relate to the vision and values of the Company.

5.2.2. At all times, the Directors 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 / School.

5.3. Finance

5.3.1. In general, the Academy Trust's Directors are responsible for the Company's money including for each Academy / School. This includes, but is not limited to, grant funding provided by the Secretary of State, monies donated to the Company and monies generated from the activities of the Company.

5.3.2. The Directors will notify the Head Teacher by the start of each School year or within 21 days of receipt of notification from the EFA of the General Annual Grant for the Academy if later:

5.3.2.1. the amount of the general annual grant from the DfE

5.3.2.2. the monies from the general annual grant that will be spent on the Academy

5.3.2.3. the monies from the general annual grant that will be spent on services across the Academy Trust.

5.3.3. The Head Teacher shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy / School provided that:

5.3.3.1. all contracts must be in the name of the Company

5.3.3.2. the authority of the Headteacher to enter into contracts is limited to the thresholds provided in the Mandate for the academy and as set out in the Trust's Financial Handbook

5.3.3.3. any contracts must be approved and signed by authorized individuals

5.3.3.4. the Head Teacher shall first obtain written consent from the Directors to enter into any contracts or expenditure for any single matter if the Company's Financial Handbook or Mandate requires it.

5.3.4. The accounts of the Company shall be the responsibility of the Directors the schools will provide monthly statement of accounts to the CEO.

5.3.5. The Head Teacher shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Trust's Financial Handbook are observed at all times as well as any requirement and recommendations of the Directors and Secretary of State.

5.3.6. The Head Teacher shall inform the Directors of any need for significant unplanned expenditure.

5.3.7. The Head Teacher shall apply the Company's risk management strategies and shall at all times adopt financial prudence in managing the financial affairs delegated to it.

5.4. Premises

5.4.1. The land and buildings of each Academy are held and owned by the Company and any legal interests in the land and buildings to be granted or varied are reserved to the Directors on behalf of the Company.

5.4.2. Informal lettings and use of the land and buildings may be managed by the Head Teacher provided that no legal interest is granted.

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

5.4.4. Insuring the land and the buildings used by the Academy / School will be the responsibility of the Directors. The Trust has joined the Risk Protection Arrangement (RPA).

5.4.5. It shall be noted that the use of the land and buildings may be subject to legal restrictions on the legal title or in any lease to the Trust. The Head Teacher shall consult the Directors on any aspect of the land and buildings that may require a consent from a third party, including but not limited to proposed building works, proposed leases or sharing occupation.

5.4.6. The Directors will develop a 3 year estate management strategy that will identify the suitability of buildings and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Company's responsibilities to ensure the buildings and facilities are maintained to a good standard.

5.5. Head Teacher

5.5.1. The Directors, in consultation with the LGB shall take responsibility for appointing the Head Teacher of each Academy / School. The Directors may delegate such powers and functions as they consider are required by the Head Teacher and LGB for the internal organisation, management and control of the Academy / School (including the implementation of all policies approved by the Directors and LGB and for the direction of teaching and the curriculum at the Academy/School).

5.5.2. The Chief Executive of the Company will take the lead in appraising the Head Teacher with involvement of two Governors of the Local Governing Body with input from an external School Improvement Partner. If the Chief Executive is a Head Teacher an alternative Trustee shall be nominated to lead their appraisal in their position as Head Teacher.

5.6. Other Staff

5.6.1. The Head Teachers shall be responsible for the appointment and management of all other staff to be employed at the Academy / School on behalf of the Company in accordance with the summary of delegated decision making authorities contained in Annex 6 provided that the Head Teachers shall:

- 5.6.1.1. comply with all policies dealing with staff issued by the Directors from time to time;
- 5.6.1.2. take account of any pay terms set by the Directors;
- 5.6.1.3. adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;
- 5.6.1.4. manage any claims and disputes with staff members on behalf of the Company having regard to any advice and recommendations given by the Directors; and
- 5.6.2. The Local Governing Body and Headteacher shall ensure that appropriate performance management is carried out on all staff in the Academy.

5.7. Curriculum and Standards

- 5.7.1. The Local Governing Body shall be responsible for the setting and review of the curriculum but shall have due regard to any views of the Directors in recognition of the Company's obligation to the Secretary of State to provide a broad and balanced curriculum.
- 5.7.2. The Local Governing Body shall be responsible for the standards achieved by the Academy / School and the pupils attending the Academy / School but shall follow such advice and recommendations of the Directors as they might issue from time to time.
- 5.7.3. Any decision to expand the Academy shall be that of the Directors but who shall have due regard to the views of the Local Governing Body.

5.8. Parental and Community Engagement

- 5.8.1. The school Head Teacher is responsible for local parental and community engagement
- 5.8.2. Each school will conduct a parental survey on a minimum of an annual basis and submit the results to the Directors and publish the findings for parents to access.

5.9. Extended Schools and Business Activities

- 5.9.1. 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 Head Teacher, 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.
- 5.9.2. Any proposed activity which may or shall result in establishing a separate trading company shall be reserved to the Directors.

5.10. Regulatory Matters

- 5.10.1. 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 the Scheme of Delegation which deals with the day to day operation of the Local Governing Body.
- 6.2. The LGB will adopt and will comply with all policies of the Directors communicated to the LGB from time to time.

6.3. Both the Directors and all Governors of the LGB have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, honesty and objectivity in the best interests of the Company and the Academy/School 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 LGB 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 LGB shall provide such data and information regarding the business of the Academy/School and the pupils attending the Academy/School as the Directors may require from time to time.

6.6. The LGB shall submit to any inspections by the Directors and any inspection by Ofsted.

6.7. The LGB shall work closely with and shall promptly implement any advice or recommendations made by the Directors.

6.8. In the event that intervention is either threatened or is carried out by the Secretary of State the Directors expressly reserve the right to review or remove any power or responsibility conferred on the LGB under this Scheme of Delegation in such circumstances.

7. Conflicts

7.1. In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.

8. Review of this Scheme of Delegation

8.1. The Scheme of Delegation shall operate from the date determined by Directors in respect of each Academy / School.

8.2. The Trustees have absolute discretion to review and amend this Scheme of Delegation at any time.

8.3. The Trustees will review this Scheme of Delegation at least annually following publication of the latest DfE Academies Financial Handbook and Governors' Handbook.

8.4. In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the LGBs.

In addition see separate document: Scheme of Delegation.

Annex 6: Register of Business Interests

The Members, Directors, Local Governors and School Staff have a responsibility to avoid any conflict between their business and personal interests, and the interests of the Company and the academies it runs. The Directors and each Local Governing Body are required to maintain a Register of Business Interests for all governors, the academy / school Head Teacher and any other senior staff who may be responsible for choosing suppliers or other budget controls where conflicts of interests could arise. The registers must be freely available for inspection by the Directors, Company Secretary, governors, staff, parents/carers and auditors at all times.

Who is covered by the requirement?

The business interests of all governors, the Head Teacher and any member of their immediate family should be declared.

What is deemed to be a business interest?

Any Trusteeships, significant shareholdings and other appointments of influence within a business or other organisation which may have dealings with the Trust or the academy / school.

What are the responsibilities of the Local Governing Body?

The Local Governing Body must ensure that the register is complete and kept up to date with any notification of changes, to remind the governors and senior leaders of the responsibility from time to time and to ensure that it is available for inspection by interested parties. In order to ensure that the register is complete and up to date it is required that:

- nil returns are required from those who have been requested to declare them;
- there is a requirement to notify the Company of any changes in business interests as they occur;
- the completed declarations are returned to the Company Secretary for safe storage.

What happens if a matter is to be considered by the Governors in which a person has an interest?

The person has a duty to disclose the interest at the meeting and withdraw from the meeting whilst the proposed contract or other related matter is being discussed. This should be recorded by the clerk in the minutes. The individual must not have a vote on the issue or be present during a vote. A conflicted individual who must absent themselves does not count in any quorum requirement for a valid vote.

This provision also applies in the case of any interest which could be perceived as a conflict of interest.

Declaration of Business Interests form will be distributed at the first Governors meeting of the academic year or following a governor election.

Annex 7: Induction Acknowledgement

Induction acknowledgment

In signing below, you are indicating that you have read and understood the Governance Handbook and that you will work within its outlined parameters.

I understand my role within the Company and the academies / schools that it runs. I will always act in the best interests of the Company, the pupils of the academies / schools and the reputation of the Company and academies /schools. I commit to developing in my role through relevant training.

Signature

Print Name

Date

Position

e.g. Director/Governor please indicate academy if relevant

Please initial and date to indicate that you have received copies of the listed documents or undertaken the listed activities.

Not listed in any specific order

For All:

- Articles of the Company
- Governance Handbook
- Recent Company Accounts
- Schedule of forthcoming meetings
- Know how to access company policies and procedures
- Company/Academy Child Protection Policy
- Company/Academy Health and Safety Policy
- Academy Improvement Plan

For Governors:

- Visited academy and met Head Teacher
- Received copy of minutes from most recent Governing Body Meeting
- Introduced to Chair of Local Governing Body (if Governor)
- Know which committees of the Governing Body you will attend
- Most recent Ofsted inspection report

Please return a copy of the signed form to the Company Secretary

A copy of this form will be kept in your individual file. This may be stored electronically.

Annex 9: Vision and Values



Vision:

“A diverse partnership of schools achieving learning and excellence for all”

Roots:

Collaboration not competition

Individuality not conformity

Simplicity not complexity

Challenge not confrontation

Branches:

Quality – because everyone in the Trust deserves the best

Excellence – because we have high expectations for everyone

Delivery – because actions make aspirations reality

Standards – because they represent achievement for all

Safeguarding – safe people, safe places, safe buildings, safe children

Leaves:

Learning – first class learning opportunities for all

Leadership – exceptional leaders in exceptional schools where leadership is not a position or a title but an action and an example.

Enjoyment – valuing our people and having fun. Others enjoy working with you.

Inspiration – seeing the possible not the actual

Equality – all valued and respected

Responsibility – relentless willingness to see things through, ‘see it and sort it’

Integrity – no fear, no blame, no excuses

Environment – nurturing, enriching, inspiring and safe

Accountability – being open and transparent