

**NORTHERN SCHOOLS TRUST
SCHEME OF DELEGATION FOR THE LOCAL GOVERNING BODY OF
THE KINGSWAY ACADEMY**

1 THE ROLE OF THE LOCAL GOVERNING BODY

- 1.1 The Local Governing Body ("LGB") is a committee of the main board of the Trust. Each Academy within the Trust has its own LGB. Each LGB is established by the Board in accordance with the Articles of Association of the Trust. The operation of The Kingsway Academy ("Academy") will be subject to the scheme of delegation set out below which will detail the responsibilities of the LGB and its relationship with the main board.

2 THE TRUST AND LOCAL GOVERNING BODY

- 2.1 The Trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplemental Funding Agreement in respect of the Academy (together the "Funding Agreements") and so it is the Trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreements.
- 2.2 The Directors are the charity trustees (within the terms of section 177 of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles.
- 2.3 The Local Governing Body is a committee of the Directors established pursuant to articles 102 and 103 of the Articles of Association of the Trust. It is expected that the LGB will act in accordance with this scheme of delegation unless otherwise directed by the Directors. It will be accountable to the Chief Executive and to the Directors for its decisions.

3 LOCAL GOVERNING BODY - GOVERNORS

- 3.1 Membership of the Local Governing Body shall comprise the following persons:
- 3.1.1 up to 12 Governors, appointed pursuant to paragraph 3.2;
 - 3.1.2 up to 2 Staff Governors;
 - 3.1.3 2 Parent Governors; and
 - 3.1.4 the Principal.
- 3.2 The Directors may appoint up to twelve (12) Governors provided that in making such appointments the Directors shall ensure that nominees of the Employer Sponsors and of the University Sponsor form a majority of the total number of Governors.
- 3.3 The length of a Governor's term of office shall be four years. A Governor may be re-appointed for consecutive periods not exceeding 8 years in total but thereafter a Governor shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Directors that he or she shall be eligible to serve for a further consecutive term.

3.4 A Governor must be aged 18 or over and must not be a current pupil of the Academy.

A Governor's term of office shall be terminated if:

- 3.4.1 he resigns by serving written notice to the Clerk;
 - 3.4.2 the Directors terminate his appointment;
 - 3.4.3 he is removed by the persons appointing him (although this does not apply to elected staff or parent governors);
 - 3.4.4 in the case of a Staff Member, his employment is terminated;
 - 3.4.5 he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs;
 - 3.4.6 he is absent without the permission of the Governors from all their meetings held within a period of six months and the Governors resolve that this office be vacated;
 - 3.4.7 he would be disqualified from acting as a charity director by virtue of section 178 of the Charities Act 2011;
 - 3.4.8 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced or if he is the subject of a bankruptcy restrictions order or an interim order;
 - 3.4.9 he is:-
 - (a) included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
 - (b) disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000;
 - 3.4.10 he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002;
 - 3.4.11 he has not complied with the Trust's CRB policies.
- 3.5 Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he is, or is proposed, to become such a Governor, he shall upon becoming so disqualified give written notice of that fact to the Trust's Secretary.
- 3.6 The Local Governing Body may continue to act notwithstanding a temporary vacancy in its composition.

4 APPOINTMENT OF CHAIR AND VICE-CHAIR OF LGB

- 4.1 The Chair of the Local Governing Body shall be appointed by the Governors, having sought views of the Directors.
- 4.2 The term of office of the Chair of a Local Governing Body shall be 2 years. Where the Chair is also an Academy Director and his 2 year term as a Chair would expire prior to the cessation of the term of office as an Academy Director, the Chair's

term of office shall be extended so that it is coterminous with his term of office as an Academy Director.

- 4.3 Subject to remaining eligible to be a Chair, any Governor may be re-appointed as Chair for consecutive periods not exceeding 8 years in total. Thereafter, a Governor shall not usually be eligible for re-appointment as Chair until one year after his or her retirement, unless otherwise agreed by the Directors. The Vice-Chair of the Local Governing Body shall be appointed by the Governors from amongst all of the Governors for a term of 2 years. Subject to remaining eligible to be a Vice Chair, a Governor may be re-appointed for further terms of office as Vice-Chair by the Governors.
- 4.4 If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Body, those Governors present shall appoint one of their number to chair the meeting.

5 RESPONSIBILITIES OF DIRECTORS AND GOVERNORS

5.1 Compliance and Governance

5.1.1 The Directors are required to:

- (a) ensure compliance with all statutory regulations and Acts of Parliament governing the operation of the Academy, including health and safety;
- (b) comply with the provisions of the Funding Agreements;
- (c) determine the corporate planning and strategy for the Academy and the Trust in consultation with the Local Governing Body;

5.1.2 The Governors shall:

- (a) ensure that standards of attainment and achievement by the students of the Academy are high and, particularly in the early days of the new Academy, improve as quickly as possible and are then maintained at the highest possible level;
- (b) take a strategic role in the governance of the Academy;
- (c) act as a critical friend to the Academy and to provide support to the Principal and the staff;
- (d) monitor and evaluate the work of the Academy systematically and regularly in relation to:
 - (i) student performance;
 - (ii) self evaluation;
 - (iii) improvement;
 - (iv) budgeting;
 - (v) community cohesion.
- (e) carry forward the Trust's vision, in a way appropriate to the specific qualities and community characteristics of the Academy;

- (f) implement of actions required to comply with statutory regulations and the Funding Agreements;
- (g) implement the policies agreed by the Directors.

5.2 **Appointments and Training**

5.2.1 The Directors shall:

- (a) appoint the Principal in consultation with the Local Governing Body;
- (b) acting through the Trust's HR team, and in consultation with the Local Governing Body:
 - (i) determine salary increases and performance management for the Principal (subject to each Principal's contract of employment). Performance management will be undertaken by the Chief Executive;
 - (ii) determine salary increases for members of staff at the Academy;
 - (iii) determine any restructuring of staff at the Academy;
 - (iv) determine terms and conditions of service for staff (the Trust is the employer of all staff and is responsible for procedures and terms and conditions of service for all employees including the setting of appropriate rules for the conduct of staff, in each case as developed with each Academy. Changes to such policies and procedures will be effected only after consultation with the Local Governing Body, Principal and staff groups where appropriate)
- (c) appoint the Responsible Officer for the Academy;
- (d) provide Director and Governor training and evaluation.

5.2.2 The Governors shall:

- (a) comply with the Trust's HR policies, including the process for local performance reviews for members of staff;
- (b) advise the Chief Executive in the event that they consider that changes are required to staff terms and conditions (to be clear, Governors may not make any amendments to terms and conditions without the Directors' consent).

5.3 **Finances**

5.3.1 The Directors shall:

- (a) have oversight with regard to the finances of the Trust and the Academy, including, but without limitation, responsibility for compliance with the financial and accounting requirements detailed within the Funding Agreement;
- (b) determine the Academy's annual budget in consultation with the Local Governing Body;

- (c) determine, after consultation with the Local Governing Body, the extent of the services provided to the Academy by the Trust and how the costs for such services should be allocated, apportioned or retained;
- (d) comply with the Academies Financial Handbook including, but without limitation, determination of procurement policies for the Trust;
- (e) put in place guidelines for the local maintenance of assets and appropriate registers.

5.3.2 The Governors shall:

- (a) provide to the Finance Director by [DATE] details to enable draft budgets to be considered by the Directors and to be submitted to the DfE as required by the Funding Agreements and providing such further support in connection with the budgetary process as may be required. Except where prior permission has been obtained from the Directors, the Academy budget is to be prepared to show break even or better;
- (b) comply with the final budget as notified by the Trust, including monitoring and reviewing expenditure on a regular basis;
- (c) manage the Academy's cashflow and monitor expenditure by the Academy in accordance with policies determined by the Directors. Under no circumstances has the Local Governing Body the authority to borrow money;
- (d) maintain proper accounting records and the preparation of income and expenditure and balance sheets as required by the Finance Director;
- (e) assist the Directors in complying with the provisions of the Funding Agreements where requested from time to time;
- (f) maintain or put in place appropriate arrangements for the maintenance of the Academy estate in accordance with the guidelines established by the Trust;
- (g) seek value for money and being able to demonstrate that value for money has been achieved, including implementation of the Trust's procurement policies;
- (h) notify the Trust of any changes to fixed assets used by the Academy;
- (i) observe proper levels of delegation and protocols, in conjunction with the Responsible Officer (whether this is an individual person or an outsourced function).

5.4 Policies and Targets

5.4.1 The Directors shall, in consultation with the Local Governing Body:

- (a) determine the policies for use by the Academy;

- (b) determine the admissions policy and arrangements for the Academy in accordance with admissions law and DfE codes of practice (which is communicated to the Governors and implemented locally);
- (c) consider and evaluate performance against KPIs set by the Trust in relation to academics, finances and other matters;
- (d) determine the Academy's development plan;
- (e) determine any additional financial and reporting targets for the Academy.

5.5 **Generally**

- 5.6 Each Governor shall act in the best interests of the Academy at all times.
- 5.7 No Governor shall act or omit to act in a way which would be prejudicial to the interests of the Academy or the Trust at any time, including any actions or omissions which might create bad publicity for the Academy or the Trust.
- 5.8 The Governors must keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust.
- 5.9 When a Governor becomes a Governor of an Academy within the Trust (following his or her appointment or his or her transfer from a maintained school), he or she shall be required to complete and sign a registration form (with details required for the Trust) in which the Governor agrees to comply with:
 - the Articles of Association;
 - the Funding Agreements;
 - this scheme of delegation;
 - the Governors' Handbook (only once it is in final form and agreed); and
 - any terms of reference of sub-committees which may apply to that Governor.
- 5.10 Each Governor shall be required to take part in regular self-reviews and is accountable for meeting his or her own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, he or she feels that appropriate training and development is not being provided.

6 **CHIEF EXECUTIVE**

- 6.1 The Chief Executive has been appointed by the Directors to oversee and coordinate all Trust activities. Directors delegate to the CEO such functions and powers as are required in relation to securing the effective internal organisation, management and control of the Trust and its Academies, including the implementation, management and monitoring of all policies approved by the Directors for the effective operation of the Academies.

- 6.2 The Chief Executive is the Chief Accounting Officer for the Trust and has delegated responsibility for the operation of the Local Governing Bodies and for line management for the Principals (in accordance with the Trust's Accountability Framework) and in liaison with the LGB Chair. The Chief Executive will performance manage the Principals, and has delegated authority in relation to approving Principals' salaries within any agreed financial ranges, both with regard to newly appointed Principals, and the ongoing annual review of all Principals.

7 RESPONSIBILITIES OF THE PRINCIPAL

- 7.1 The Principal shall be responsible for the leadership and management of the Academy to the Local Governing Body, including, in particular for:-
- 7.1.1 implementing the agreed policies and procedures laid down by the Local Governing Body;
 - 7.1.2 advising the Local Governing Body on strategic direction, forward planning and quality assurance;
 - 7.1.3 advising the Local Governing Body and/or the Admissions Committee on the admission of pupils;
 - 7.1.4 managing the delegated budget and resources agreed by the Local Governing Body;
 - 7.1.5 advising the Local Governing Body on the appointment of the Vice Principal and such other senior posts as the Local Governing Body may determine;
 - 7.1.6 the appointment of all other staff and (except to the extent directed otherwise by the Directors and/or the Local Governing Body), the salary grading, allocation of duties, appraisal and discipline of all staff in accordance with the Trust's human resources policies and procedures and best practice for HR and recruitment;
 - 7.1.7 the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Local Governing Body; and
 - 7.1.8 all such additional functions as may be assigned under the job description or contract of employment.

8 ROLE OF THE CHAIR

- 8.1 The Chair shall:
- 8.1.1 Meet regularly with the Principal;
 - 8.1.2 Preside over efficient LGB meetings by establishing a sound sub-committee structure and effective working procedures.
 - 8.1.3 Be accountable to the Chief Executive and to the Directors for the operation of the Academy and shall meet with the Chief Executive and the Directors at such times as may be reasonably required.

9 CONFLICTS OF INTEREST

- 9.1 The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions and

procedures which apply to the Directors in the Articles of Association with regard to having a Personal Financial Interest shall also apply to the Governors.

- 9.2 Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Governor shall disclose that fact to the Governors as soon as he becomes aware of it. A Governor must absent himself from any discussions of the Governors 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).

10 MEETINGS OF LOCAL GOVERNING BODY

- 10.1 The Local Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary. A quorum must be present, being three or one third of the Governors (if greater). All meetings must include a majority of Governors nominated by the employer sponsors and the university sponsor.
- 10.2 All meetings shall be convened by the Clerk, who shall send to the Governors and to the Chief Executive written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 10.3 A special meeting of the Local Governing Body shall be called by the Clerk whenever requested by the Chair or at the request in writing of any three Governors or of the Chief Executive. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may, with the approval of the Chief Executive, waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 10.4 The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
- 10.5 If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 10.6 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.
- 10.7 Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 10.8 A Governor may not vote by proxy.
- 10.9 No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 10.10 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governing Body at which his remuneration, conditions

of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

- 10.11 A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).
- 10.12 Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.
- 10.13 Minutes must be prepared of all Local Governing Body meetings and meetings of all key sub-committees. Drafts of those minutes must be sent to all attendees and to the Chief Executive no later than 14 days after the date of the meeting. Final minutes, as approved by the Governors, must be sent to the Chief Executive within 7 days of approval.

11 DELEGATION OF FUNCTIONS AND COMMITTEES

- 11.1 The Local Governing Body shall establish:
 - 11.1.1 [list committees]; and
 - 11.1.2 such other committees as are necessary to carry out its responsibilities (which would include other Trust wide responsibilities including Health and Safety), as determined by the Local Governing Body and/or the Trust, (together, "Committees") and, subject to paragraph 11.2, the powers of any such Committees, their terms of reference and membership shall be determined by the Local Governing Body in accordance with any guidance or policies of the Trust.
- 11.2 Membership of the F & GP Committee and the Standards Committee shall include the Principal.
- 11.3 The Committees may include members who are not Governors.
- 11.4 Except where it is otherwise constrained within its terms of reference, a Committee may invite attendance by persons who are neither Governors nor committee members where such attendance is considered by the members of the Committee to benefit its deliberations.
- 11.5 Copies of the minutes of Committee meetings are to be circulated to all Governors and those who are entitled to attend Local Governing Body meetings.

12 ACCOUNTS AND AUDIT

- 12.1 The Local Governing Body shall:
 - 12.1.1 keep proper accounts and proper records in relation to the accounts; and
 - 12.1.2 prepare in respect of each financial year of the Academy a statement of accounts.

- 12.2 The statement shall give a true and fair account of the state of the Academy's affairs at the end of the financial year and of the Academy's income and expenditure in the financial year.
- 12.3 The accounts (including any statements prepared under this paragraph) shall be audited by persons appointed in respect of each financial year by the Trust.

13 RULES AND BYELAWS

- 13.1 The Local Governing Body shall have power to make rules and bye-laws in respect of the government and conduct of the Academy as it shall think fit. Such rules and bye-laws shall be subject to the provisions of this document and to approval by the Directors.

14 AMENDMENT OF INSTRUMENT AND RULES OF GOVERNMENT

- 14.1 This scheme of delegation is drafted and maintained by the Trust. The Directors may make amendments to this scheme of delegation from time to time, in consultation with the Chief Executive of the Baker Dearing Educational Trust, as required by the Articles of Association. In the event that amendments are made, the Trust shall notify the Chair of the Local Governing Body, who shall be expected to make the other Governors aware of such changes.
- 14.2 This document shall be subject to review at least at the first meeting of the Directors after [31 August 2014] and at the first meeting of the Directors in each academic year thereafter.

15 EFFECTIVE DATE

- 15.1 This Instrument and Rules of Government shall come into effect, in relation to a Local Governing Body, on the earlier of the establishment of the Local Governing Body or the signature by the Chair on behalf of the Local Governing Body to agree to this scheme of delegation.

16 INTERPRETATION

- 16.1 In this document:- "Articles" means the Articles of Association of the Trust;
- "Chief Executive" means the person appointed by the Directors as an employee to oversee and co-ordinate all Trust activities;
- "Clerk" means the person appointed to act as clerk to the Local Governing Body (see paragraph 7.1.6);
- "the Directors" means those persons appointed as directors (under company law) and trustees of the Trust (under charity law);
- "Finance Director" means the person appointed by the Directors as an employee, under the overall direction of the Chief Executive, to oversee the financial aspects of the Trust;
- "Funding Agreement" has the meaning given to it in paragraph 3.1;

"Governor"	means a member of the Local Governing Body;
"Governors' Handbook"	means the handbook, once in final form and agreed, prepared by the Trust explaining the role of local governors, in force from time to time;
"LA"	means the Council in which the Academy is situated;