

TRANSFORM TRUST
'Together we Achieve'



TRANSFORM TRUST
SCHEME OF DELEGATION
With
WHITEGATE PRIMARY & NURSERY SCHOOL

EFFECTIVE DATE: 1st September 2017

*Transforming young lives by fostering excellence across
our schools and communities*

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1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Transform Trust (the “Company”) is governed by a Board of Trustees (the “Trustees”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. Whitegate Primary & Nursery School (the “School”) is one of the academies.
- 1.2 The Trustees are accountable to external government agencies including the Regional School Commissioner, Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Trustees appoint people who are more locally based to serve on a board (the “Local Governing Body”) which has been established to ensure the good governance of the School.
- 1.4 The Trustees shall delegate various delegated functions to the Local Governing Body pursuant to clause 5 of this Scheme but the function of the Local Governing Body shall be to:
- 1.4.1 have a monitoring role in connection with the School;
 - 1.4.2 consider budget monitoring information and make recommendations to the Trustees, Executive Team and Headteacher in relation to any potential overspending;
 - 1.4.3 act as a critical friend to the Headteacher including advice in relation to annual budget proposals;
 - 1.4.4 represent the views of the community in discussions on budget issues that relate to community engagement and activity and make recommendations to the Headteacher; and
 - 1.4.5 support the Headteacher in recruitment and selection, grievance, disciplinary and exclusion processes where appropriate.

- 1.5 This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the School, the respective roles and responsibilities of the Trustees and the members of the Local Governing Body and the commitments to each other to ensure the success of the School.
- 1.6 The Trustees shall conduct a termly review of the Local Governing Body and will set out how the Local Governing Body is expected to function, comprising skills, effectiveness, strategy, engagement, the role of the chair and the accountability of the executive.
- 1.7 This Scheme of Delegation has been put in place by the Trustees from the Effective Date in accordance with the provisions of the Company’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. ETHOS AND MISSION STATEMENT

- 2.1 Whitegate Primary & Nursery School’s mission is as follows:

Every Child that attends Whitegate will:

- Enjoy
- Achieve
- Excel

- 2.2 The School will work collaboratively with schools within the Trust for mutual benefit. It will endeavour to maintain good working relationships with local schools within the community and will take advantage of opportunities to work with any school nationally or internationally for mutual benefit in the pursuit of excellence.

3. TRUSTEES' POWERS AND RESPONSIBILITIES

- 3.1 The Trustees have overall responsibility and ultimate decision-making authority for all the work of the Company, including the establishing and running of schools and in particular Whitegate Primary & Nursery School. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Trustees have the power to direct change where performance falls short of expectations of good to outstanding schools.
- 3.2 The Trustees have a duty to act in the fulfilment of the Company's objects.
- 3.3 Trustees will have regard to the interests of all the schools for which the Company is responsible in deciding and implementing Trust wide policies or exercising any authority in respect of Whitegate Primary & Nursery School.
- 3.4 Article 101 provides for the appointment by the Trustees of committees to whom the Trustees may delegate certain of the functions of the Trustees. In further recognition of the Trustees' power to delegate under Articles 102 and 105, responsibility for the running of the School from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Body of Whitegate Primary & Nursery School.
- 3.5 The constitution, membership and proceedings of the Local Governing Body is determined by the Trustees and this Scheme of Delegation expresses such matters as well as acknowledging the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run Whitegate Primary & Nursery School and fulfil the School's mission.

4. CONSTITUTION OF THE LOCAL GOVERNING BODY

4.1 Members of the Local Governing Body

- 4.1.1 The number of people who shall sit on the Local Governing Body shall be not less than three but, unless otherwise determined by the Trustees, subject to a maximum of **eleven**.
- 4.1.2 The Local Governing Body shall have the following members:
- 4.1.2.1 no less than one staff member, appointed under clause 4.2.1;
 - 4.1.2.2 no less than one parent member appointed or elected under clause 4.2.4, or alternatively a nominated parent link Governor who will represent the voice of parents on the LGB;
 - 4.1.2.3 no less than one community member elected or appointed under clause 4.2.11;
 - 4.1.2.4 the Headteacher of the School (clause 4.2.3);
 - 4.1.2.5 any additional members, if appointed by the Trustees at the request of the Secretary of State of Education (the “Secretary of State”) pursuant to clause 102c) of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company;
- 4.1.3 The Local Governing Body may also have co-opted members appointed under the provision of clause 4.2.11.
- 4.1.4 The Trust Board shall also be entitled to have representation and serve on the Local Governing Body and attend any meetings. Any representatives 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.

4.2 **Appointment of members of the Local Governing Body**

- 4.2.1 The Trustees may appoint persons who are employed at the School to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Headteacher) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the School (e.g. teaching and non teaching) may be taken into account when considering appointments.
- 4.2.2 Unless the Trustees agree otherwise, in appointing persons to serve on the Local Governing Body who are employed at the School the Local Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the School (excluding the Headteacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Body.
- 4.2.3 The Headteacher shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.2.4 In the first instance, the Trustees, via the Executive Team, will seek to appoint at least one parent member of the Local Governing Body, and he or she must be a parent of a pupil at the School at the time when he or she is appointed. If a suitable candidate is not available, then a parent link governor will be appointed to represent parents on the LGB.
- 4.2.5 Trustees direct that skills and competencies should be a determinant in selection of all governors including parent governors, and that discretion is granted to the Chair of the LGB in determining the method of

recruitment. This could be through interview and selection, and/or election. Any such election shall be held by secret ballot.

- 4.2.6 The arrangements made for the election of a parent member of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the School by a registered pupil at the School.
- 4.2.7 Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Board shall take such steps as are reasonably practical to secure that every person who is not disqualified (see 4.5) and known to them to be a parent of a registered pupil at the School is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.2.8 The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Trustees if the number of parents standing for election is less than the number of vacancies.
- 4.2.9 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 4.2.8, the Trustees shall appoint a person who is the parent of a registered pupil at the School; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age; or when it is not reasonably practical to do so, a person in the opinion of Trustees is committed to the governance and success of the respective school.
- 4.2.10 Deliberately blank
- 4.2.11 The Local Governing Body may appoint persons to be a Community Governor provided that the person who is appointed as a Community Governor is:

- (a) a person who lives or works in the community served by the School; or
- (b) a person who, in the opinion of the Trustees, is committed to the governance and success of the respective School, and is willing to engage with the local community served by the school.

4.2.12 Trustees may appoint advisors to attend LGB meetings or to provide expert opinion to the members of the Local Governing Board. Advisors are not governors and have none of the rights and responsibilities of that office. Advisors are not allowed to vote on any decision of the Local Governing Body.

4.3 **Term of office**

The term of office for any person serving on the Local Governing Body shall be 3 years, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected to the Local Governing Body.

4.4 **Resignation and removal**

4.4.1 A person serving on the Local Governing Body shall cease to hold office if they resign their office by notice to the Trustees (but only if at least three persons will remain in office when the notice of resignation is to take effect).

4.4.2 A person serving on the Local Governing Body shall cease to hold office if they are removed by Trustees. Whilst at the same time as acknowledging that a reason will normally be given for the removal of a person who serves on the Local Governing Body, any failure to uphold the values of the Company and/or the School or the Governor Code of Conduct and Nolan Principles, or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. Trustees must give due regard to any representations by the Local Governing Body.

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

4.4.4 Any non-staff Governor appointed or elected to the Local Governing Body but engaged for more than 4 hours a week or 16 hours a month working or volunteering, in a paid or unpaid capacity, within the school will be required to tender their resignation from the Local Governing Body.

4.4.5 Where a person who serves on the Local Governing Body resigns their office or is removed from office, that person or, where they are removed from office, those removing them, shall give written notice thereof to the Trustees.

4.5 Disqualification of members of the Local Governing Body

4.5.1 No person shall be qualified to serve on the Local Governing Body unless they are aged 18 or over at the date of their election or appointment. No current pupil of the School shall be entitled to serve on the Local Governing Body.

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

4.5.3 A person serving on the Local Governing Body shall cease to hold office if they are absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that their office be vacated.

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

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

- 4.5.4.2 they are the subject of a bankruptcy restrictions order or an interim order.
- 4.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when they are 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).
- 4.5.6 A person serving on the Local Governing Body shall cease to hold office if they would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.5.7 A person shall be disqualified from serving on the Local Governing Body if they have 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 they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
- 4.5.8 A person shall be disqualified from serving on the Local Governing Body at any time when they are:
- 4.5.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.5.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.5.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

- 4.5.9 A person shall be disqualified from serving on the Local Governing Body if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or are subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.5.10 A person shall be disqualified from serving on the Local Governing Body where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 4.5.11 After the School has opened, a person shall be disqualified from serving on the Local Governing Body if they have not provided to the Chair of the Local Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information that would in the opinion of either the Trust Executive Team, the Chair or the Headteacher confirm their unsuitability to work with children, that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 4.5.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and they were proposed to so serve, they shall upon becoming so disqualified give written notice of that fact to the Trustees.
- 4.5.13 This clause 4.5.1.3 and paragraph 2 (“Conflicts of Interests”) of the Appendix shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

4.6 Termination of the Local Governing Body

4.6.1 The LGB is constituted as a delegated body of the Trust Board. The Board of Trustees reserve the right to withdraw delegated authority from the Local Governing Board without notice in any areas causing specific concern, or as a last resort, to disband the Local Governing Body completely. Trustees reserve the right to impose an Interim Executive Board in such circumstance.

5. DELEGATED POWERS

5.1 General Provisions

5.1.1 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution, the management of the business of the School shall be delegated by the Trustees to the Local Governing Body who may exercise the powers of the Company set out in articles 5(b), (d), (h), (i), (j), (k), (p) and (r) of the Articles of Association (the “Delegated Functions”) in so far as they relate to the School, in accordance with the terms of this Scheme of Delegation PROVIDED THAT they are not Reserved Matters. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body that would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Trustees by the Articles or to the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all of the Delegated Functions.

5.1.2 In general terms, the responsibility of the Trustees in so far as the business of the School is concerned is to determine the policy and procedures of the School and to consider and respond to strategic issues

but the following matters (“Reserved Matters”) shall not be Delegated Functions:

- 5.1.2.1 the powers set out in Articles 5 (a), (c), (e), (f), (g), (l), (m), (n), (o), and (q) of the Articles of Association;
- 5.1.2.2 ensuring compliance with the Company’s duties under Company Law and Charity Law and agreements made with the Department for Education, (including the Master Funding Agreement and the Supplemental Funding Agreement);
- 5.1.2.3 the determination of the educational character, religious ethos and mission of the School and the Company;
- 5.1.2.4 ensuring the solvency of the Company, safeguarding its assets and delivering its charitable outcomes;
- 5.1.2.5 ensuring the continued charitable status of the Company;
- 5.1.2.6 the determination of the establishment, constitution, membership, proceedings and delegated powers and functions of any governing body, committee and sub-committee and their annual review and revision;
- 5.1.2.7 the approval of the Company and the delegated School’s policies;
- 5.1.2.8 to receive reports from the Local Governing Body and making recommendations to the Local Governing Body;
- 5.1.2.9 selling or otherwise disposing of any asset which is of a value in excess of 5% of the initial asset value of all assets (excluding land and buildings) belonging to the School;
- 5.1.2.10 creating or allowing to come into being any third party interest (other than a lien on assets arising in the ordinary course of

trading or a charge operating as a result of a title retention clause);

5.1.2.11 giving any guarantee or indemnity other than in the ordinary course of business, the value of which exceeds £1,000;

5.1.2.12 entering into a contract or arrangement which is of a value of in excess of 2% of the General Annual Grant ("GAG") for the School per year or which the termination provisions require more than six months' notice;

5.1.2.13 acquiring assets having a market value in excess of 2% of the GAG for the School;

5.1.2.14 entering into, varying or terminating any lease, licence, tenancy or other similar arrangement;

5.1.2.15 any lending;

5.1.2.16 commencing or settling any litigation or arbitration proceedings;

5.1.2.17 entering into any other arrangement in the nature of borrowing (including debts factoring, invoice discounting, hire purchase, equipment leasing, conditional or credit sales or any off-balance sheet borrowings) if the value of the amount borrowed exceeds 2% of the GAG for that School;

5.1.2.18 terminating or varying the terms of any contract which has a value in excess of 2% of the GAG for that School;

5.1.2.19 engaging any employee or consultant whose annual emoluments per annum exceeds the total annual emoluments of the Headteacher of that School per annum;

5.1.2.20 varying the terms and conditions of that engagement so that the terms and conditions of that engagement are no longer

comparable to the equivalent engagement in one or more of the academies within the Company;

5.1.2.21 establishing or amending any pension scheme or granting any pension rights to any Trustee, officer, employee, former Trustee, officer or employee, or any member of any such person's family.

5.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Body and without detracting from the generality of the powers delegated, the Local Governing Body shall have the following powers, namely:

5.1.3.1 managing the employment of all staff employed at the Academy;

5.1.3.2 adopting the complaints, disciplinary, grievance, and pupil exclusion policies which were in place at the former maintained school which the School replaced, including any amendments as given by the Trustees;

5.1.3.3 to conduct and manage all complaints, grievances, disciplinary matters and pupil exclusions in accordance with the policies approved by Trustees, and when necessary, drawing governors from other Academy LGBs to ensure that each panel and/or appeal panel shall be formed according to such policies to ensure that statutory responsibilities are fulfilled;

5.1.3.4 to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Local Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the School and to invest in the name of the Company such part of the funds of the Company for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such

investments and to expend the proceeds of any such sale in furtherance of the Object; and

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

5.1.4 In the exercise of its powers and functions, the Local Governing Body shall:

5.1.4.1 consider any advice given by the Headteacher, Chief Executive and Chief Finance Officer of the Trust;

5.1.4.2 have due regard to any guidelines and policies issued by the Trustees.

Any bank account in which any money of the Company in so far as it relates to the School is deposited shall be operated by the Local Governing Body in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Local Governing Body and in line with the financial limits as given in Appendix 1.

5.2 **Ethos and Values**

5.2.1 The Local Governing Body shall be responsible for ensuring that the School is conducted in accordance with its ethos and values referred to in clause 2, and for further developing the ethos, mission statement and values of the school, pursuant to the overall ethos and mission of Transform Trust, as determined by the Board of Trustees.

5.2.2 At all times, the Trustees and the Local Governing Body shall ensure that the School is conducted in accordance with the object of the Company, the terms of the trust governing the use of the land which is used for the purposes of the School and any agreement entered into with the Secretary of State for the funding of the School.

5.3 Finance

- 5.3.1 In acknowledgement of the receipt by the Trustees of funds in relation to the School; provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Trustees delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the School for the purposes of the School less an amount of 5% of the Total School Funding (for avoidance of doubt, "Total School Funding" = total GAG plus EYFS plus Pupil Premium funding plus any other designated funding) devolved by the Education Skills & Funding Agency & Local Education Authority.
- 5.3.2 Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the School pursuant to clause 5.1.3, the Local Governing Body shall first obtain the written or electronic consent of any member of the Executive Team for sums valued over £10,000 but less than £100,000, and the written or electronic consent of Trustees for any amount exceeding £100,000, and/or contracts or expenditure for any single matter above 2% of the GAG. Any anticipated expenditure close to or exceeding £100,000 must be communicated to Trustees at the earliest possible opportunity.
- 5.3.3 The accounts of the Company shall be the responsibility of the Trustees but the Local Governing Body shall provide such information about the finances of the School as often and in such format as the Trustees shall require. Without prejudice to the above, the Local Governing Body shall provide monthly management accounts to the CFO and Trustees using the template provided in Appendix 1.
- 5.3.4 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Trustees and the Secretary of State.

5.3.5 The Local Governing Body shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the School.

5.4 Premises

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

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

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

5.4.4 Insuring the land and buildings used by the School will be the responsibility of the Trustees who shall recover the cost from the budget delegated to the Local Governing Body.

5.5 Resources

5.5.1 Headteacher

5.5.1.1 The Trustees and Local Governing Body shall appoint the Headteacher and Deputy Headteacher. In the event of dispute, Trustees will carry the casting vote;

5.5.1.2 The Trustees and the Local Governing Body may delegate such powers and functions as they consider are required by the

Headteacher for the internal organisation, management and control of the School (including the implementation of all policies approved by the Trustees and the Local Governing Body and for the direction of the teaching and curriculum at the School).

5.5.2 **Other Staff**

5.5.2.1 The Local Governing Body shall be responsible for the appointment and management of all other staff to be employed at the School provided that the Local Governing Body shall:

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

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

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

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

5.5.2.2 The Trustees, Chair of Governors of Whitegate Primary & Nursery School and a Trustee appointed person shall carry out the performance management of the Headteacher and the Deputy Headteacher.

5.5.2.3 The Headteacher and Local Governing Body shall carry out the performance management of all other staff.

5.6 **Curriculum and Standards**

- 5.6.1 The Local Governing Body shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Trustees in recognition of the Trustees' obligation to the Secretary of State to provide a broad and balanced curriculum.
- 5.6.2 The Local Governing Body shall be responsible for the standards achieved by the School and the pupils attending the School but shall follow such advice and recommendations of the Trustees as they might issue from time to time.
- 5.6.3 The Local Governing Body shall be responsible for the setting and review from time to time of the School's admissions policy.
- 5.6.4 Any decision to alter the Pupil Admission Number (PAN) of the School shall be that of the Trustees but who shall have regard to the views of the Local Governing Body.

5.7 **Extended Schools and Business Activities**

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

5.8 **Regulatory Matters**

- 5.8.1 The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Trustees but the Local Governing Body shall do all such things, being lawful and legal, as the Trustees 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 Appendix 2 which deals with the day to day operation of the Local Governing Body.
- 6.2 The Local Governing Body will adopt and will comply with all policies as appropriate of the Trustees and communicated to the Local Governing Body from time to time.
- 6.3 Both the Trustees and all members of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the 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 Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees from time to time, in order to ensure that the governance of the School is best able to adapt to the changing political and legal environment.
- 6.5 The Local Governing Body shall provide data and information regarding the business of the School and the pupils attending the School on a termly basis to the Trustees.
- 6.6 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Trustees in the event that intervention is either threatened or is carried out by the Secretary of State and the Trustees expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

7. **ANNUAL REVIEW**

- 7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named School. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Company and will have been attached to Company's first Articles of Association.
- 7.2 Trustees will have the absolute discretion to review this Scheme of Delegation (together with the provisions of the attached Terms of Reference) at least on an annual basis and to alter any provisions of it.
- 7.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Local Governing Body.