

Discovery Schools Academies Trust Ltd

Local Governing Body

Scheme of Delegated Authority (SoDA) (Insert Year)

Academy: [] (the "Academy")

SoDA Date: []

1 INTRODUCTION

1.1 As a charity and company limited by guarantee, Discovery Schools Academies Trust Ltd (the "Company") is comprised of and governed by:

1.1.1 Members who guarantee the liabilities of the Company and review the strategic direction.

1.1.2 A Board of Directors (the "Directors") are responsible for, and oversee, the management and administration of the Company and the academies run by the Company.

1.1.3 The Directors include executive and non-executive positions.

1.1.3.1 The executive Directors are made up of the Chief Executive, the Finance Director and the School Improvement Director (together the "Management Board").

1.1.3.2 The non-executive directors are independent of the LGB and will be linked to specialisms identified by the Trust Development Plan.

1.1.4 Six committees responsible for the strategy and management of its respective committee subject. The six committees are as follows:

1.1.4.1 Finance and Audit Committee;

1.1.4.2 Performance and Standards Committee;

1.1.4.3 Safeguarding Committee;

1.1.4.4 Health and Safety and Human Resources Committee;

1.1.4.5 Ethos Committee; and

1.1.4.6 Teaching and Learning Committee.

1.1.5 Risk Management Groups established to review issues and policies as requested by the Directors from time to time.

- 1.1.6 Local Governing Bodies ("LGBs"); there will be one LGB for each academy which will be responsible for, subject to the provisions of this SoDA, for the day-to-day management and administration of each academy.

A chart summarising the governance structure of the Company is contained in Appendix 3.

- 1.2 The Directors have agreed the following vision statement

Discovering joy in learning. Sharing the journey for All our Tomorrows.

Dedicated to encouraging the aspirations of all in a supportive and safe culture of learning. Being visionary to create opportunities to develop both voice and partnerships across our diverse learning communities.

Providing dynamic, inclusive experiences where success is created through exciting opportunities. Voice, energy and resilience for the youth of today and tomorrow.

We create learning communities that are:

- committed to continuous improvement
- part of a forward thinking organisation
- providing a curriculum that ensures achievement for all pupils
- improving access to educational services for those who need support
- effective learning spaces that maximise learning

- 1.3 The number of Directors shall be not less than three, maximum number of Directors is eleven. Restricting the maximum number of Directors provides for effective Board meetings and group decision making. The Directors recognise that this may need to be increased as the Company grows.
- 1.4 The aim of the SoDA is to provide clarity to LGBs on the extent of their rights, responsibilities, authority and powers and to provide a framework within which LGBs will interact and work with the other governance aspects of the Company.
- 1.5 This SoDA has been put in place by the Directors and applies from the SoDA 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 and any terms used in the Articles (a copy of which are attached to this SoDA in Appendix 1).
- 1.6 Any reference to the "**Academy**" in this SoDA will be a reference to the Academy so named at the beginning of this document. The characteristics of the Academy are set out in Appendix 2. References to "**Company Academies**" is a reference to all the academies for which the Company is responsible from time to time (at a given point in time).
- 1.7 The Directors are accountable to external government agencies including the Education Funding Agency, the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education the Company

Academies provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.

1.8 In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on LGBs. The LGBs are established to ensure the good governance of the Academy. The LGB shall be the "Advisory Body" for the Academy as required by the Master Funding Agreement. This is an agreement entered into between the Company and the Secretary of State for Education (the "SoS") governing the affairs of the Company (the "Master Funding Agreement").

1.9 This SoDA explains the ways in which the Directors require the LGB to fulfil their responsibilities for the leadership and management of the Academy, the role and responsibilities of the LGB and the commitments to each other to ensure the success of the Academy.

1.10 The object (the "Object") of the Company is specifically restricted to the following:

to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which shall include:

- i. Academies other than those designated Church of England, whether with or without a designated religious character; and*
- ii. Church of England academies designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the Diocesan Board of Education,*

but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

1.11 The LGBs also recognise the responsibility of the Directors and the Company, including any officer appointed with the express purpose of achieving and maintaining academy improvement, to support the academies to ensure their long term sustainability. Any Academy Improvement Plan will be discussed between the Directors, and the LGB and the LGB acknowledges that the financial cost of any support package will be the responsibility of the Academy. Any Academy Improvement Plan will take account of the SoS's concerns and will identify measurable objectives and milestones for improvement. The LGB will support and ensure implementation of any plan.

1.12 The Directors also recognise the role that the Academies play in their communities and LGBs are free to decide how such support is given. The LGB shall ensure that any support is not inconsistent with the Object of the Company and the restrictions on use of its charitable resources and any advice or restriction placed on the Company by the SoS. The LGB shall ensure that any formal collaboration or support is appropriately documented and the details notified to the Directors.

1.13 The Directors accept that all schools are unique and that each school ethos should be maintained and celebrated. This is particularly relevant where Directors expect Church Schools to uphold the Anglican Church mission and missives from the local Diocese and to promote the schools Christian Values.

2 DIRECTORS' POWERS AND RESPONSIBILITIES

- 2.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools.
- 2.2 The Directors must act in the fulfilment of the Object.
- 2.3 Directors will have regard to the interests of all the Company Academies in deciding and implementing any policy or exercising any authority in respect of an individual Company Academy.
- 2.4 Article 100 of the Articles provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors.
- 2.5 The constitution, membership and proceedings of the LGB is determined by the Directors and this SoDA expresses such matters as well as acknowledging the authority delegated to the LGB in order to enable the LGB to run the Academy.
- 2.6 If at any time:
- Ofsted rate the Academy as inadequate;
 - Ofsted rate the Academy as requiring improvement;
 - the Academy has a deficit budget;
 - an event occurs at or in relation to the Academy which is significantly damaging to the reputation of the Company; or
 - an event occurs which causes a serious concern to the Directors about the wellbeing of any child at the Academy;
 - a decision is made by an LGB member or the LGB members collectively that falls outside the power delegated to them under this SoDA;
- the Directors shall have the right (but shall not be required) to direct that any one member or all members of the LGB resign their post(s) and at such time this SoDA shall cease to have effect until such time as the Directors are satisfied that the event that has occurred to trigger the right to exercise these powers have been rectified or ceases to cause a concern to the Directors.

3 CONSTITUTION OF THE COMPANY'S COMMITTEES

- 3.1 The constitution of, and delegation to, the Company's Committees is outlined in individual Terms of Reference. These will be made available by the Directors at the request of any LGB member.

4 CONSTITUTION OF THE STRATEGY AND MANAGEMENT COMMITTEES

- 4.1 As a minimum, the Committees shall have the following members with voting rights:
- 4.1.1 Two Directors
 - 4.1.2 The Chief Executive Officer;
 - 4.1.3 One Headteacher elected by the Headteachers of the Academies; and

- 4.1.4 One Chairman of a LGBs elected by the Chairmen of the LGBs.
- 4.1.5 Additional members, including System Leaders may appointed by the Directors

Strategy and Management Committees

- 4.2 The Strategy and Management Committees shall meet three times a year and will be delegated decision making power as determined by the Directors from time to time. The Strategy and Management Committees will report back to the Directors in advance of each Board meeting.

5 CONSTITUTION OF THE LGB

5.1 Members of the LGB

- 5.1.1 The number of people who shall sit on the LGB shall be not less than three.

- 5.1.2 The LGB shall have the following members:

- 5.1.2.1 Director of Schools (Ex-Officio)

- 5.1.2.2 Cluster System Leader

- 5.1.2.3 Headteacher

- 5.1.2.4 Staff Governor

- 5.1.2.5 3 Parent Governors

- 5.1.2.6 4 Community Governors

- 5.1.3 The LGB may also have co-opted members appointed under clause 5.2.8.

- 5.1.4 The Directors (all or any of them) shall also be entitled to serve on the LGB and attend any meetings of the LGB, after notifying the chair of the LGB. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting but Directors other than the ex-officios shall not be entitled to vote on any resolution being considered by the LGB.

- 5.1.5 All persons appointed or elected to the LGB shall give a written undertaking in the form set out in Appendix 4 to the Directors to uphold the Object.

5.2 Appointment of members of the LGB

Headteacher or Head of School (as applicable)

- 5.2.1 The Headteacher or Head of School (as applicable) of the Academy shall be treated for all purposes as being an ex officio member of the LGB.

Staff Members

- 5.2.2 In appointing persons to serve on the LGB who are employed at the Academy the Directors may 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 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 members of the LGB.

Parent Members

- 5.2.3 Three parent members of the LGB shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected.
- 5.2.4 The members of the LGB shall make all necessary arrangements for, and determine all other matters relating to, an election and appointment of the Parent Members. 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 members of the LGB.
- 5.2.5 Where a vacancy for a Parent Member is required to be filled by election, the members of the LGB shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 5.2.6 Any election of persons who are to be the Parent Members which is contested shall be held by secret ballot. The arrangements made for the election of the Parent Members shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
- 5.2.7 Where the number of parents standing for election is less than the number of vacancies, the Directors may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age to be a Parent Member.

Co-opted Members

- 5.2.8 The members of the LGB may, with the consent of the Directors, appoint persons to be "co-opted" to the LGB.
- 5.2.9 A co-opted member means a person who is appointed to be a member of the LGB by being co-opted by members who have not themselves been so appointed.
- 5.2.10 The members of the LGB may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the LGB would exceed one third of the total number of persons serving on the LGB (including the Headteacher).

General

5.2.11 All appointments to the LGB or resignations from the LGB are to be reported to Directors within seven days of such appointment or resignation together with details of the type of member of the LGB involved (i.e. Parent, Staff etc.).

5.3 Term of office

5.4 The term of office for any person serving on the LGB shall be 4 years, save that this time limit shall not apply to:

5.4.1 the Headteacher who shall be treated for all purposes as being an ex officio member of the LGB; or

5.4.2 Co-opted Members who shall serve for 1 year.

Subject to remaining eligible to be a particular type of member on the LGB, any person may be re-appointed or re-elected (including being "co-opted" again) to the LGB.

5.5 Resignation and removal

5.5.1 A person serving on the LGB shall cease to hold office if:

5.5.1.1 he resigns his office by notice to the LGB but only if at least three persons will remain on the LGB when the notice of resignation is to take effect;

5.5.1.2 he is removed by the person or persons who appointed him unless he is a Parent Member, who may be removed by the Directors;

5.5.1.3 a Staff Member ceases to work at the Academy.

5.5.2 Where a person who serves on the LGB resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Directors.

5.6 Disqualification of members of the LGB

5.6.1 A person shall be disqualified from serving on the LGB if he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

6 PROCEEDINGS OF THE LGB

6.1 Appointment and removal of Chair and Vice Chair

6.1.1 The Chair of the LGB shall be appointed [by the Directors/by the members of the LGB] and may be removed from office by the Directors at any time. A person employed by the Company (whether or not at the Academy) shall not be eligible to be appointed as Chair.

6.1.2 The Chair of the LGB is responsible for ensuring on behalf of the Company that the business of the LGB is appropriately organised and for acting as the communication link between the LGB and the Academy Headteacher. The Chair will also be responsible for feeding back to the Company where applicable and also to the Local Governing Body Directors. All local Chairs of Governors will be expected to attend Chairs of Governors network meetings and take an active role within the trust.

- 6.1.3 The Chair has responsibility for providing strategic leadership of matters such as formulating the LGB's strategy for executing its duties; encouraging high standards of propriety; promoting efficient and effective use of resources including staff; ensuring that decision making takes account of governance documents and ministerial guidance; representing the view of the LGB to the general public; and providing an assessment of the performance of individual members of the LGB on request e.g. when they are considered for re-appointment to the LGB.
- 6.1.4 At their first meeting of a school year, the members of the LGB shall elect a Chair and Vice Chair from among their number. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of election already a Director shall be eligible for election as Chair or Vice Chair. Any election of the Chair or Vice Chair which is contested shall be held by secret ballot.
- 6.1.5 Subject to Clause 4.6 the Chair and Vice Chair shall hold office until his successor has been elected/appointed.
- 6.1.6 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:
- 6.1.6.1 he ceases to serve on the LGB;
 - 6.1.6.2 he is employed by the Company whether or not at the Academy;
 - 6.1.6.3 he is removed from office in accordance with this Scheme of Delegated Authority; or
 - 6.1.6.4 in the case of the Vice Chair, he is appointed to fill a vacancy in the office of the Chair.
- 6.1.7 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. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the members of the LGB shall elect one of their number to act as chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company (whether or not at the Academy) nor a Director.
- 6.1.8 The Chair and/or Vice Chair and may be removed by the [members of the LGB/Directors]. A resolution to remove the Chair and/or Vice Chair from office shall not have effect unless:
- 6.1.8.1 it is confirmed by a resolution passed at a second meeting of the LGB held not less than fourteen days after the first meeting; and
 - 6.1.8.2 the matter of the Chair and/or Vice Chair's removal from office is specified as an item of business on the agenda for each of those meetings.
- 6.1.9 Before a resolution is passed by the LGB at the relevant meeting as to whether to confirm the previous resolution to remove the Chair and/or Vice Chair from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the Chair and/or Vice Chair shall

be given an opportunity to make a statement in response.

6.2 Committees

6.2.1 The LGB may establish subcommittees which may include individuals who are not members of the LGB, provided that such individuals are in a minority.

6.2.2 The LGB may delegate to a subcommittee or any person serving on the LGB, subcommittee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Directors or the LGB may impose and may be revoked or altered. The person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

6.2.3 Any committees established by the LGB will have clear terms of reference setting out their responsibilities to the LGB and the Company.

6.3 Meetings

6.3.1 Subject to the provisions contained in this SoDA, the LGB may regulate its proceedings as the members of the LGB think fit.

6.3.2 The LGB shall meet at least four times in every school year/termly. Meetings of the LGB shall be convened by the clerk to the LGB in accordance with any direction given by the Directors or the Chair of the LGB. Wherever possible, meetings of the LGB shall be timed to be approximately seven to fourteen days prior to each meeting of the main Board of Directors.

6.3.3 Each member of the LGB shall be given at least seven clear days' notice before the date of a meeting and a copy of the agenda unless the Chair determines that there are matters demanding urgent consideration in which case shorter notice may be given. The schools system leader and CEO of the Trust should be notified of any meeting before it is held.

6.3.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.

6.4 Quorum

6.4.1 Subject to clause 6.4.2 below, the quorum for a meeting of the LGB, and any vote on any matter thereat, shall be any three of the members of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of members of the LGB at the date of the meeting.

6.4.2 The quorum for the purposes of:

6.4.2.1 any vote on the appointment of a Parent Member;

6.4.2.2 any vote on the removal of a person in accordance with this SoDA;
or

6.4.2.3 any vote on the removal of the Chair and/or Vice Chair of the LGB;

shall be the greater of any three members of the LGB and any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.

6.5 Voting

6.5.1 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 member of the LGB shall have one vote. Where there is an equal division of votes, the Chair of the LGB shall have the casting vote.

6.5.2 A resolution in writing, signed by all the 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 duly convened and held. Such a resolution may consist of several documents in the same form signed by one or more of the members of the LGB and may include electronic communication.

6.6 Conflicts of Interest

6.6.1 Any member of the LGB or a subcommittee who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest as defined below) which conflicts or may conflict with his duties as a member of the LGB or subcommittee shall disclose that fact to the LGB or subcommittee as soon as he becomes aware of it. A person must absent himself from any discussions of the LGB or subcommittee 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).

6.6.2 A member of the LGB or a subcommittee has a Personal Financial Interest if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the member or any person living with the member as his or her partner, is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.

6.7 Minutes of meetings

6.7.1 The minutes of the proceedings of a meeting of the LGB shall be drawn up and signed (subject to the approval of the members of the LGB) at the same or next subsequent meeting by the Chair. The minutes shall include a record of all appointments of members made by the LGB and/or the Directors and all proceedings at meetings of the LGB and of subcommittees of the LGB, including the names of all persons present at each such meeting. The minutes should also include details of decisions taken; actions agreed and where appropriate the views of individual LGB members.

6.7.2 The agreed actions from a previous meeting should be included in the agenda for the next meeting.

6.7.3 The Chair shall ensure that copies of the draft minutes of all meetings of the LGB (and any subcommittees) shall be provided to the Directors as soon as

reasonably practicable and in any event within fourteen days of the meeting having been approved by the Chair of that meeting and the Chair shall thereafter ensure that the Directors are provided with updated copies of such minutes if later revisions are made.

6.7.4 The LGB shall ensure that a copy of:

- 6.7.4.1 the agenda for every meeting of the LGB;
- 6.7.4.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
- 6.7.4.3 the signed minutes of every such meeting; and
- 6.7.4.4 any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them. There may be excluded from any item required to be made available any material relating to a named teacher or other person employed, or proposed to be employed, at the Academy, a named pupil at, or candidate for admission to, the Academy and any matter which, by reason of its nature, the LGB is satisfied should remain confidential.

6.7.5 The proceedings of the LGB shall not be invalidated by

- 6.7.5.1 any vacancy on the board; or
- 6.7.5.2 any defect in the election, appointment or nomination of any person serving on the LGB.

Communications

6.7.6 Communications between the LGB and the Education Funding Agency/Department for Education will be through the Financial Director and Chair unless the LGB has agreed that another LGB member should act on its behalf.

6.7.7 The Chair should ensure that all members of the LGB, when taking up office, shall receive an induction in governance and Academy finance. The Chair should also ensure that all members of the LGB shall receive copies of the key Governance Documents as part of their induction.

6.7.8 On occasions it will be necessary for the Chair to act on behalf of the LGB between scheduled meetings. In these circumstances the LGB delegate to the Chair authority to take action on their behalf, after taking advice from the Company providing that the course of action is not contrary to the Funding Agreement, the Memorandum and Articles of Association or other regulations. Any action taken shall be reported to the next LGB meeting.

7 DELEGATED POWERS

7.1 Subject to the provisions of the Companies Act 2006, the Articles, to any directions given by the Directors from time to time and in accordance with the terms of this SoDA,

the management of the business of the Academy shall be delegated by the Directors to the LGB who may exercise all the powers of the Company in so far as they relate to the Academy.

- 7.2 At all times, the Directors and the LGB shall ensure that the Academy is conducted in accordance with the Object of the Company, the terms of any trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy and this Scheme of Delegation.
- 7.3 Appendix 5 of this SoDA sets out the general powers that are delegated to the LGB. Appendix 6 sets out the levels of delegation of responsibilities, obligations and powers within the Company. Appendix 5 and 6 may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.
- 7.4 In the exercise of its powers and functions, the LGB shall consider any advice given by the Headteacher/or Head of School and any other executive officer and have due regard to any guidelines and policies issued by the Directors.
- 7.5 Any decision to increase or decrease the size of the Academy shall be that of the Directors but who shall have regard to the views of the LGB.
- 7.6 The responsibility for the satisfaction and observance of all regulatory and legal matters shall be for the Directors but the LGB shall do all such things as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.
- 7.7 No monies of the Company (whether or not authority to expend has been delegated to the LGB) shall be paid into any bank account other than a bank account authorised by the Directors.
- 8 The LGB must plan, monitor and manage its budget in accordance with DSAT Financial Regulations. In addition, any increase in, or movement into deficit must be notified to the Directors immediately. The LGB must also notify Directors of likely future deterioration in the budget position as soon as they become aware of this.”

9 **OPERATIONAL MATTERS**

- 9.1 The LGB will adopt and will comply with all policies that the Directors communicate to the LGB from time to time as being Company policies.
- 9.2 In addition to the Company's policies, Directors will from time to time communicate to the LGB details of other policies which the LGB must have in place but the contents of which will be for the LGB to decide provided that the contents must not contradict or conflict with the contents or aims of the Company policies.
- 9.3 The LGB may produce and have in place such other policies as it thinks fit provided that such policies do not contradict or conflict with the policies referred to in clause 7.1 and 7.2.
- 9.4 Both the Directors and all members 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, objectivity and honesty in the best interests of the Company and the Academy and

shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

- 9.5 The LGB will review its policies and practices on a regular basis, having regard to requirements and 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.
- 9.6 The LGB shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 9.7 The LGB shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005.
- 9.8 The LGB shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the SoS and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the LGB under this Scheme of Delegated Authority in such circumstances.
- 9.9 This SoDA may be terminated or amended by the Directors at any time by giving notice in writing to the LGB. In considering any material changes to this SoDA, including termination, the Directors will have regard to and give due consideration of any views of the LGB.
- 9.10 The Academy is to provide an annual compliance and effectiveness report to the Director's covering statistics and details on exclusions, attendance, safeguarding.

10 DELEGATION

- 10.1 Provided such power or function has been delegated to the LGB, the LGB may further delegate to any person serving on the LGB, committee, the Head Teacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the LGB may impose and may be revoked or altered. Copies of the terms of reference for any sub-committee of the LGB shall first be [provided to/approved by] the Directors.
- 10.2 Where any power or function of the Directors or the LGB is exercised by any subcommittee, any Director or member of the LGB, the Head Teacher or any other holder of an executive office, that person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

11 NOTICES

- 11.1 Any notice to be given to or by any person under this Scheme of Delegated Authority shall be in writing or given using electronic communications to an address provided by that person.

12 INDEMNITY

- 12.1 Subject to the provisions of the Companies Act 2006 and Article 6.3 of the Company's

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

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APPENDIX 1

The Articles of the Company

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APPENDIX 2

Characteristics of the Academy

Name:

Address:

Age range:

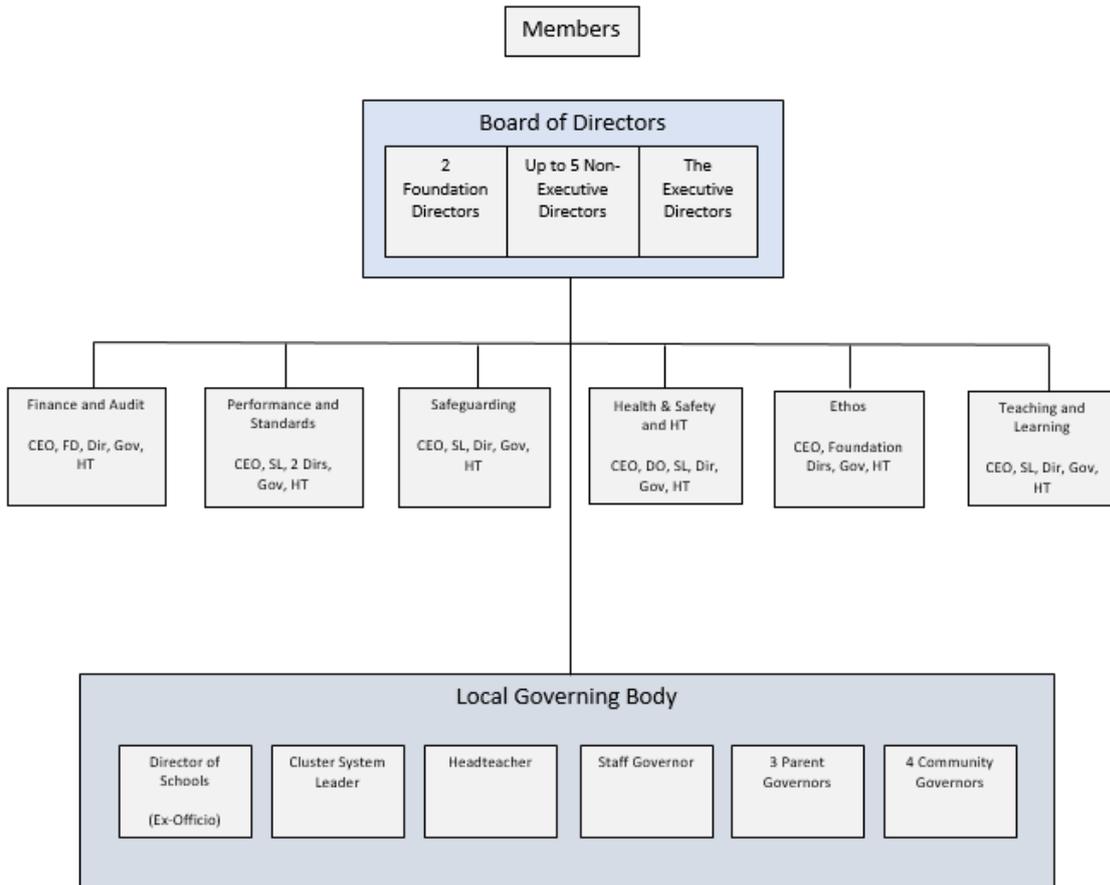
Composition of the LGB:

- Director of Schools (Ex-Officio)
- Cluster System Leader
- Headteacher
- Staff Governor
- 3 Parent Governors
- 4 Community Governors

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APPENDIX 3

Discovery Schools Academies Trust Ltd Governance Structure Chart



APPENDIX 4

LGB's Members Undertaking

13 INTRODUCTION

- 13.1 This undertaking is to be signed by all members of the Local Governing Body of [] (the "**Academy**") on or as soon as possible after their appointment as a member of the Local Governing Body of the Academy (the "**LGB**").
- 13.2 This undertaking is designed to confirm that each member of the LGB will comply with the terms of the LGB's Scheme of Delegated Authority ("**SoDA**") and, in particular, the object of the Trust as set out in the SoDA.
- 13.3 This undertaking also sets out the basic principles of behaviour with which members of the LGB are expected to comply.

14 UNDERTAKING

- 14.1 The member of the LGB signing this undertaking agrees to:
- 14.1.1 comply with the terms and provisions of the SoDA;
 - 14.1.2 notwithstanding the generality of point 2.1.1, to do everything possible to ensure that the Academy is operated and run so as to comply with the object of the Trust.
- 14.2 In support of the undertaking given in point 2.1, the member of the LGB signing this undertaking agrees that:
- 14.2.1 they will do everything necessary to understand the purpose of the Trust, the board of directors of the Trust (the "**Board of Directors**"), the LGB and the role of the Headteacher;
 - 14.2.2 accept that they have no legal authority to act individually, except when the Board of Directors has given delegated authority to do so, and therefore will only speak on behalf of the governing body when they have been specifically authorised to do so;
 - 14.2.3 accept collective responsibility for all decisions made by the Board of Directors, its delegated agents or the LGB and will not speak against majority decisions outside the LGB meeting;
 - 14.2.4 have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, will fulfil all that is expected of a good employer;
 - 14.2.5 will encourage open government and will act appropriately;
 - 14.2.6 will consider carefully how their decisions may affect the community and other schools;
 - 14.2.7 will always be mindful of their responsibility to maintain and develop the ethos and reputation of the Academy and the Trust;

- 14.2.8 in making or responding to criticism or complaints affecting the school, will follow the procedures established by the Board of Directors;
- 14.2.9 will actively support and challenge the Headteacher;
- 14.2.10 will acknowledge that accepting office as a member of the LGB involves the commitment of significant amounts of time and energy;
- 14.2.11 will involve themselves actively in the work of the LGB, and accept their fair share of responsibilities, including service on committees or working groups;
- 14.2.12 will make full efforts to attend all meetings and where they cannot attend explain in advance why they are unable to;
- 14.2.13 will get to know the Academy well and respond to opportunities to involve themselves in school activities;
- 14.2.14 will visit the Academy, with all visits to the Academy arranged in advance with the staff and undertaken within the framework established by the Board of Directors;
- 14.2.15 will follow the Trust's agreed role descriptions and expectations for acting as a governor
- 14.2.16 will consider seriously their individual and collective needs for training and development, and will undertake relevant training;
- 14.2.17 will strive to work as a team in which constructive working relationships are actively promoted;
- 14.2.18 will express views openly, courteously and respectfully in all their communications with other governors and the Board of Directors;
- 14.2.19 will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.

15 **CONFIDENTIALITY**

The member of the LGB signing this undertaking agrees that they will:

- 15.1 observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school;
- 15.2 exercise the greatest prudence at all times when discussions regarding school business arise outside a governing board meeting; and
- 15.3 not reveal the details of any LGB vote.

16 **CONFLICTS OF INTEREST**

- 4.1 The member of the LGB signing this undertaking will record any pecuniary or other business interest (including those related to people they are connected with) that they have in connection with the LGB's or the Trust's business in the Register of Business

Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.

- 4.2 The member of the LGB signing this undertaking will also declare any conflict of loyalty at the start of any meeting should the situation arise and will act in the best interests of the Academy as a whole and not as a representative of any group, even if elected to the LGB.

.....

[NAME]

.....

(Date)

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APPENDIX 5

General Powers Delegated to the LGB

Subject always to the specified level of delegation as set out in Appendix 6, the LGB shall have the following powers:

1 **CONTRACTS**

1.1 The LGB shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy provided that the LGB shall first obtain the written consent of the Directors to any contracts or expenditure.

1.2 The LGB should inform all contract providers with information about their structure, the role of the Company and details on who is permitted to enter into contracts.

[All contracts should be signed by the Chair of the LGB and the Company's Business Manager or a Director of the Company.

2 **FINANCE**

2.1 The Directors delegate to the LGB the responsibility to plan, manage and expend such of the monies received under the Academy Funding Agreement or otherwise for the purposes of the Academy as may be determined each year by the Directors in accordance with the annual budget set by the Directors ("Budget").

2.2 The LGB must ensure that its financial affairs are managed fully in accordance with DSAT Financial Regulations at all times

2.3 There may be other services provided by the Directors on either an optional or a non-discretionary basis. In light of this, the LGB will be expected to meet a proportion of the costs incurred by the Directors, which shall be determined by the Directors on an annual basis. The Directors will on request make available to the LGBs full details of the expenditure incurred by the Directors and will at the start of each academic year circulate a draft budget for the Company for discussion with the LGBs.

2.4 The LGB shall ensure that such funds are spent in a manner as the LGB shall consider most beneficial for the achievement of the object of the Company in so far as it relates to the Academy.

2.5 The LGB 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 Directors and the Secretary of State. The LGB 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 Academy and are delegated to them.

2.6 The LGB shall provide monthly management accounts in accordance with Financial Regulations

2.7 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the LGB 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 LGB and the Directors.

- 2.8 The accounts of the Company shall be the responsibility of the Directors but the LGB shall provide such information about the finances of the Academy as often and in such format as the Directors shall request.
- 2.9 The LGB shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 2.10 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the SoS, donated to the company and generated from the activities of the Company, the Directors, subject to Appendix 5 and Appendix 6, delegate to the LGB the responsibility to manage and expend allocated monies received on account of the Academy for the purposes of the Academy.
- 2.11 The Directors acknowledge the LGB's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the LGB for the purposes for which they have been raised and otherwise solely at the discretion of the LGB provided this is within the Object. Proper accounts will be kept by the LGB showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Company to note these funds separately in the accounts of the Company.

3 PREMISES

- 3.1 The use of monies apportioned in the Budget for the routine maintenance of the buildings and facilities used by Academy will be the responsibility of the LGB.
- 3.2 The LGB shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.
- 3.3 The Directors may have regard to, but not be bound by, the views of the LGB in developing any mid to long term 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 their responsibility to ensure the buildings and facilities are maintained to a good standard.
- 3.4 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors.
- 3.5 Insuring the land and buildings used by the Academy will be the responsibility of the Directors who will recover the cost from the budget delegated to the LGB.
- 3.6 The LGB will notify the Directors as soon as reasonably practicable following the occurrence of an event in respect of which insurance has been obtained. The responsibility for notifying the insurers is the LGB's. The Directors and the LGB will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

4 HUMAN RESOURCES

Headteacher

- 4.1 The Directors shall appoint the Headteacher and any Deputy, Vice or Assistant Headteacher.

- 4.2 The Directors shall invite two members of the LGB to form part of the recruitment process for the Headteacher and any Deputy, Vice or Assistant Headteacher appointment.

Other staff

- 4.3 The Directors shall be responsible for the appointment and contractual management and compliance of all other staff (to include teaching and non-teaching staff) to be employed by the Academy, but may delegate all or any of these powers to the LGB as it may see fit.
- 4.4 Where appointment of staff is delegated to the LGB, the LGB shall:
- 4.4.1 comply with all policies dealing with staff issued by the Directors from time to time;
 - 4.4.2 take account of any pay terms set by the Directors
 - 4.4.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors; and
 - 4.4.4 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.
- 4.5 The Directors together with the LGB shall carry out the performance management of all staff (including the Headteacher) and shall put in place procedures for the proper professional and personal development of staff.

5 CURRICULUM AND STANDARDS

- 5.1 The LGB shall be responsible for the setting and annual review of the effectiveness of the curriculum but shall have regard to any views of the Directors in recognition of the Directors' obligation to the SoS to provide a broad and balanced curriculum. The LGB shall be responsible for the overall academic standards achieved by the Academy and pupils groups but shall follow such advice and recommendations of the Directors as they might issue from time to time. The Head Teacher will make reference to curriculum standards with all Headteacher reports to governors.
- 5.2 Subject to the provisions of any statutory admissions code, the LGB shall be responsible for the review from time to time of the Academy's admissions policy. The Directors shall be ultimately responsible for the setting and approval of the admissions policy and no change will be made to the admissions criteria without the written consent of the Directors.
- 5.3 Any decision to expand the Academy shall be that of the Directors who shall have regard to, but not be bound by, the views of the LGB.
- 5.4 If a serious safeguarding issue arises the Chair of the LGB must immediately inform the Directors.
- 5.5 The LGB shall ensure that robust measures are in place to enable senior staff and governors to accurately evaluate school effectiveness. Outcomes of school self-evaluation and information relating to school effectiveness will be reported to Directors in line with Trust requirements
- 5.6 The LGB shall ensure that the school complies with Directors' expectations for active staff involvement in whole trust school improvement initiatives and opportunities that may be available from time to time

6 EXTENDED SCHOOL AND BUSINESS ACTIVITIES

6.1 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, shall be the responsibility of the LGB, this shall only be undertaken in a manner consistent with any policy set by the Directors provided that:

6.1.1 such policy is consonant with the vision for the Academy; and

6.1.2 that the LGB shall have 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 objects of the Company and any threat to funding provided by the Secretary of State.

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APPENDIX 6

Levels of Delegation

LGB's should bear in mind that even where decisions are delegated, the LGB together with the Company as a whole remains responsible for decisions made pursuant to such delegated authority.

Function	No.	Tasks	Decision Level		
			Directors	Trust Board Committees	LGB / AB
Central Services	1.	To determine the scope of mandatory core services to be delivered by the Company on behalf of its Academies	X		
	2.	To identify those additional services to be procured on behalf of individual academies			X
	3.	To ensure centrally procured services provide value for money		X	
Budgets	4.	To determine the proportion of the overall Academy budget to be delegated to individual Academies	X		
	5.	To develop the individual Academy budget			X
	6.	To approve the individual Academy budget	X		
	7.	To approve the first formal budget plan each financial year		X	
	8.	To monitor monthly Academy expenditure			X
	9.	Approving transfers between budget headings			X
	10.	Ensuring the arrangements for collection of income, ordering of goods and services and payments			X
	11.	To approve any change between budget headings			X
	12.	To establish financial decision levels and limits	X		
	13.	To establish a charging and remissions policy in accordance with DSAT template			X
	14.	To appoint the Accounting Officer	X		

	15.	Miscellaneous financial expenditure outside of the agreed budget		X	
	16.	To enter into contracts of a value up to £50K which relate to the Academy only			X
	17.	To enter into contracts of a value over £50K or which effect more than one Company Academy	X		
	18.	To make payments within agreed financial limits			X
	19.	To approve Capital Spend over £5k	X		
	20.	Maintaining a register of formal contracts entered into, amounts paid and certificates of completion			X
	21.	Retention of quotes obtained for goods, works and services.			X
	22.	Ensuring that all correct invoices are certified by authorised people before payments are made and that the invoices and accompanying documentation is stored in a secure way and available for inspection			X
	23.	Authorisation of a tender document before it is published	X		
Audit	24.	Appointment of Auditors	X		
	25.	Compiling records to ensure an audit trial			X
	26.	Implementing recommendations arising from an audit inspection			X
Staffing	27.	Head Teacher appointments (selection panel)	X		
	28.	Deputy appointments (selection panel)	X		
	29.	Appoint other Academy teachers			X
	30.	Appoint Academy non-teaching staff			X
	31.	Agree a pay policy	X		
	32.	Pay discretions	X		
	33.	Establishing disciplinary/capability procedures		X	
	34.	Dismissal of Headteacher/Deputy	X		
	35.	Dismissal of other staff			X
	36.	Suspending Head Teacher and Deputy	X		

	37.	Suspending other Staff			X
	38.	Ending suspension Headteacher and Deputy	X		
	39.	Ending Suspension (other Staff)			X
	40.	Determining Staff complement within agreed budget			X
	41.	Determining dismissal payments/early retirement	X		
	42.	Reviewing the Academy Headteachers performance appraisal and salary review	X		
	43.	Teaching staff appraisals and salary reviews			X
	44.	Support staff appraisals and salary reviews			X
Curriculum	45.	To develop a curriculum policy		X	
	46.	To implement curriculum policy			X
	47.	Responsible for standards of teaching			X
	48.	Accountability for standards of teaching			X
	49.	Responsibility for individual child's education			X
	50.	Accountability for individual child's education.			X
	51.	Provision of sex education - to establish and keep up to date a written policy			X
	52.	To prohibit political indoctrination and ensuring the balanced treatment of political issues			X
	53.	To establish a charging and remissions policy for activities	X		
Performance Management	54.	To develop a performance management policy		X	
	55.	To implement the performance management policy			X
	56.	To review annually the performance management policy		X	
Target Setting	57.	To propose targets for pupil achievement			X
	58.	To agree targets for pupil achievement		X	
	59.	Responsibility for pupil outcomes			X

	60.	Accountability for pupil outcomes	X		
	61.	To establish a Exclusions policy		X	
	62.	To establish and implement a Behaviour Policy			X
	63.	To review the use of exclusion and to decide whether or not to confirm all permanent exclusions and fixed term exclusions where the pupil is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination. (Can be delegated to chair/vice-chair in cases of urgency)		X	
	64.	To direct reinstatement of excluded pupils (Can be delegated to chair/vice-chair in cases of urgency)		X	
Admissions	65.	To consult before setting an admissions policy	X		
	66.	Admissions: application decisions			X
	67.	To appeal against LA directions to admit pupil(s)			X
Religious Education	68.	Responsibility for ensuring provision of RE in line with school's basic curriculum			X
	69.	Responsibility to ensure religious ethos (where appropriate) is upheld in line with National Society expectations			X
Premises & Insurance	70.	Buildings insurance and personal liability	X		
	71.	Developing school buildings strategy or master plan		X	
	72.	Procuring and maintaining buildings, including developing properly funded maintenance plan		X	
	73.	Arranging the security and maintenance of buildings and furniture on a day-to-day basis			X
	74.	Maintaining an inventory of moveable items of equipment and checking the inventory annually			X
	75.	Maintaining a record of all property borrowed by staff			X
	76.	Authorising the disposal of all unusable and obsolete equipment		X	
	77.	Reviewing insurance cover	X		
Health & Safety	78.	To establish a health and safety policy		X	

	79.	To ensure that health and safety regulations are followed			X
School Organisation	80.	To publish proposals to change category of school	X		
	81.	To set the times of school sessions and the dates of school terms and holidays			X
	82.	To ensure that the school meets for 380 sessions in a school year			X
Information for Parents	83.	To prepare and publish the school prospectus			X
	84.	To ensure provision of free school meals to those pupils meeting the criteria			X
	85.	Adoption and review of home-school agreements			X
GB Procedures	86.	To draw up governing documents and any amendments thereafter	X		
	87.	To appoint the chair of the LGB			X
	88.	To hold a full LGB meeting at least three times in a school year or a meeting of the temporary governing body as often as may require			X
	89.	To appoint and remove members of the LGB			X
	90.	To set up a Register of members business interests			X
	91.	To approve and set up a members' Expenses Scheme		X	
	92.	To discharge duties in respect of pupils with special needs by appointing a "responsible person"			X
	93.	To consider whether or not to exercise delegation of functions to individuals			X
	94.	To regulate the LGB procedures (where not set out in law)			X
	95.	To determine the development needs of governors and put in place an appropriate program	X		
	96.	To consider requests from other schools to join the Company	X		
Extended Schools	97.	To decide to offer additional activities and to what form these should take			X
	98.	To put into place the additional services provided (where necessary)			X
	99.	To ensure delivery of services provided			X
	100.	To cease providing extended school provision			X
Safeguarding	101.	To put in place a safeguarding policy		X	

	102.	To be informed about serious safeguarding issues	X		
	103.	To make decisions about serious safeguarding issues	X		
	104.	To ensure that the safeguarding policy is implemented			X
	105.	Controlling IT systems, security and privacy of data			X
	106.	Develop a ICT strategy and systems for effective m=use if IT and data management within the Trust	X		
Policies	107.	To determine, on an annual basis, those policies which will be developed by the Company and mandatory for all Academies	X		
	108.	To provide, on an annual basis, copies of all policies and procedures and a schedule for their review			X

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