



# **The Boulevard Academy Trust Governance Handbook**

**Revised**

**April 2018**

- **Legal and administrative details of the Company**

Company name	The Boulevard Academy Trust
Company number	8174233
Registered office	The Boulevard Academy, 75 Massey Close, Hull HU3 3QT

- **Purpose of this document**

This governance handbook summarises the legal structure of the company and sets out the basic internal arrangements for the governance of the company and the governance of The Boulevard Academy (referred to henceforward in this document as the academy)

- **Responsibility for this document**

This governance handbook was created and is maintained by the executive board of The Boulevard Academy Trust. Any members, governors or staff may be delegated responsibility to lead on the review and propose amendment to this document, but amendments shall be ratified by resolution of the executive board.

- **Review of this document**

This governance handbook shall be reviewed and updated at least annually and whenever the introduction of new legislation or guidance from the Secretary of State for Education or another lawful authority requires it. The clerk to the governing body and executive board will initiate this review.

## **Overview of the status of the company and the trust**

The company:

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

- **Constitution of the company and the trust**

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

- **Charitable status**

As an academy trust, the company and the trust are classified as an 'exempt charity'. This means the company and the trust are legally a charity, but do not have to (and cannot) register with the Charity Commission (the regulator of charities in England and Wales).

- **Legal entities**

Academies like maintained schools are not established as legal entities in their own right. They do not have a legal personality. This means that all the assets and liabilities of the academy run by the trust are owned by the trust and all contracts (whether in relation to employees or otherwise) for the academy will be held and entered into (respectively) by the trust.

- **Overview of trust governance structure**

For the purposes of this governance handbook, the legal entity to which this handbook refers is referred to as 'the trust'.

The trust has two layers of corporate governance:

- members: the members who retain control over the vision and strategic direction of the academy trust and appointment of trustees. Members also receive the audited annual accounts.
- trustees: the trustees (also known as directors or governors in a single academy trust model) who have responsibility for day-to-day management and operation of the academy trust. The executive board is the board of trustees, most of whom are appointed by and with significant

delegated responsibilities from the members. This includes determining the strategic direction for the academy and the trust as long as this supports and conforms to the members' vision for the trust .

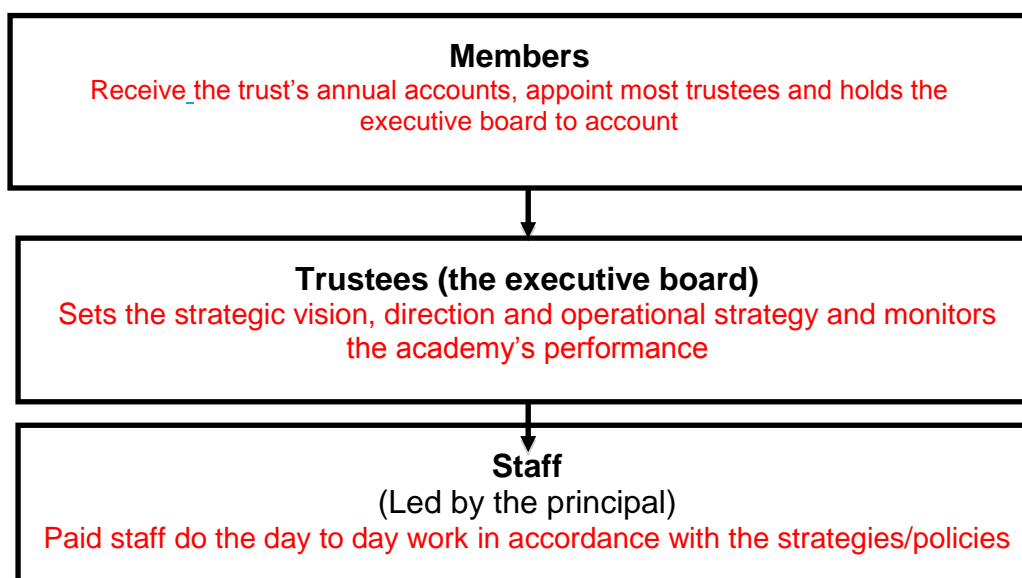
The trust's staff carry out the day to day work of the trust. The Boulevard Academy's principal leads the staff.

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

## • Roles for The Boulevard Academy

Within the trust structure there are three main roles for the academy: members, trustees, and the staff.

The following diagram summarises the roles in brief.



## • Functions of the members of the trust

As a single academy trust, The Boulevard Academy Trust is also a company limited by guarantee that has guarantors who are referred to as members. A company limited by guarantee does not have shareholders. In the legal structure for academies, it is now common practice to refer to academy governance as a trust, with members and trustees. In a single academy trust, such as The Boulevard Academy, there are members and trustees. Trustees also fulfil the role of company directors and school governors.

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

The members' main functions are:

- taking part in annual general meetings and any other general meetings;
- taking part in the academy's advisory board;
- appointing most trustees to the academy's executive board;
- receiving the trust's financial reports and annual audit report; and
- exercising company and trust law powers reserved to the members, such as amending the Articles of the trust and removing governors.

## • **The members of the trust**

This section summarises the legal duties, role and functions of the members of the trust.

### **a) Duties of members**

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

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

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

### **b) The functions of the members of the trust**

- Setting the aims and objectives of the trust in accordance with the charitable objects set out in the Articles.
- Monitoring and evaluating performance against the aims and objectives.
- Ensuring the Articles of the trust (subject to the members', Secretary of State for Education's and Charity Commission's approvals) are fit for purpose.
- Appointing most of the trustees for The Boulevard Academy executive board and removing trustees if need be.
- Receiving the trust's annual audited accounts.

### **c) Term of office of the members**

The members are permanent appointments. If any member gives notice to retire or resign as members in accordance with Article 3, the remaining members will need to appoint a replacement to ensure that there is always a minimum of three members.

### **d) Decision making by the members**

Resolutions and decisions of members must be made in accordance with the Articles.

In accordance with statutory guidance the factors that must be taken into account when members make a decision and whether the actions they are taking will promote the success of the trust include:

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

Members should note that the above list is not exhaustive and that there will often be other factors that are relevant when taking decisions. Members should detail the factors that have been taken

into account when passing a resolution in appropriate minutes of a meeting or written record of the resolution.

#### **d) Members' meetings**

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

The member board will convene in December annually. This will be the annual general meeting to receive the trust's audited accounts.

#### **e) Advisory Board**

Members are supported by an advisory board which comprises the trust's members, the vice-chair of the executive board, the principal and other individuals who members agree to invite to become members of the advisory board.

The main purpose of the advisory board is to support members to keep the vision for the academy under regular review and to determine the medium and longer term strategic direction for the trust. Members will ensure that, in discussion with the principal, those invited to become advisory board members have the requisite knowledge and expertise to help to shape and frame this vision and respond effectively to changing external circumstances.

At any time, the advisory board will comprise no more than eight members. The advisory board will meet twice a year at times to be determined by the members. Additional meetings can also be convened if required.

### **• The executive board**

In September 2015, trustees agreed that the functions of the former member board and governing body should be merged in order to strengthen both the strategic and operational governance arrangements of the trust and the academy. This meant that, from September 1<sup>st</sup> 2016, members met formally once a year in December to receive the annual accounts.

In September 2015, members and trustees agreed that governance of the academy should be fulfilled by an executive board and a stakeholder board. Current governors were generally appointed to one of these boards although, in some cases, sat on both boards.

Following a full review of the effectiveness of governance arrangements, together with changes in national school governance policy, with the agreement of current governors and on their recommendation, trustees agreed that, from September 1<sup>st</sup> 2016:

- the stakeholder board would no longer function; and
- the previous remit of the stakeholder board was merged with the responsibilities of the executive board.

Following the Department for Education (DfE)'s publication of *A competency framework for governance* (January 2017) and further recommendations from the DfE about school governance, from September 2017, trustees agreed that,

- henceforward governors would be referred to as trustees;
- the number of members would be kept under active review and, depending on the future direction of travel for The Boulevard Academy trust might be increased from three to five; and
- at the appropriate time, in order to clearly demonstrate lines of accountability, the principal would no longer be a trustee but would be required to attend trust board meetings as the lead supporting officer for the executive board.

## **a) The role of the executive board**

The role of the executive board is to exercise leadership on behalf of the trust in the running of the academy. The executive board will ensure strong and effective governance of the academy on behalf of the trust. The executive board fulfils all the responsibilities of a school governing body, as well as trust board responsibilities as a single academy trust.

The purpose of the executive board is to:

- help the members and academy's principal and senior leadership team to set high standards by planning for the academy's future and setting performance targets for the academy;
- approve the academy's annual budget and keep the budget under regular review;
- act as the academy's admissions authority on behalf of the trust;
- act as the employer of all academy staff on behalf of the trust;
- approve relevant and appropriate policies to ensure the smooth running of the academy;
- monitor the effectiveness of the academy provision;
- act as a critical friend to the academy's principal and senior leadership team, offering support and advice;
- help the academy respond to the needs of parents and the community;
- help to ensure the academy is open and accountable to the public for what it does;
- work with the academy on planning, developing policies and keeping the academy provision under review; and
- exercise the responsibilities and powers delegated to it by the members in partnership with the principal and staff.

It is not the role of the executive board to intervene in the day-to-day management of the academy. The academy principal, senior leadership team and staff are responsible for the operational delivery of the academy. The role of the executive board is to provide strategic leadership for the academy. If the executive board has concerns about weaknesses in the academy it should 1) report them to the members depending on the nature of the concern and 2) seek to support and address the perceived weakness with the academy principal and senior leadership team.

## **b) Key responsibilities of trustees**

It is the responsibility of the executive board to ensure that the academy complies with all relevant policies and procedures, specifically:

- ensuring full compliance with all relevant legal requirements and statutory guidance;
- monitoring the performance of the academy;
- acting as the admissions authority for the academy;
- ensuring the quality of educational provision;
- approving relevant and appropriate policies and keeping these under regular review;
- evaluating pupil outcomes;
- approving the academy's annual budget and managing financial, physical and human resources;
- monitoring the performance of the academy against targets set and compliance with the company's procedures;
- addressing any complaints or grievances in accordance with the appropriate policies; and
- raising any concerns and potential risks with the members.

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

## **c) Functions delegated to the executive board**

To carry out its role the executive board will:

- support the members to implement the vision and mission for the academy consistent with the trust's general vision, mission and objectives; and

- encourage the highest standards of leadership and management at all levels with the academy.

In doing this, the executive board will:

- support, advise and hold the principal to account;
- challenge and support the leadership team; and
- organise its own work effectively;

The executive board will systematically and regularly monitor and evaluate the work of the academy in relation to:

policy -

- ensuring the executive board fulfils all statutory governance requirements;
- ensuring that the trust's policies and procedures are approved, followed and used to maximise achievement and effectiveness;
- keeping policies under regular review to ensure they remain compliant with national legislation and policy development and fully effective to meet the ongoing needs of the academy;

student performance -

- agreeing and publishing academy targets for pupil performance;
- monitoring and evaluating progress against those targets;
- monitoring and evaluating the effectiveness of the curriculum set for the academy;
- agreeing policies that will enhance the quality of teaching and learning within the academy.

academy improvement plans -

- creating, evaluating and delivering an improvement plan for the academy including setting annual projections and targets in conjunction with the academy principal and senior leadership team;
- reviewing and updating the improvement plan annually;
- monitoring performance against the improvement plan and reporting progress to the members as necessary;

budgeting -

- setting strategic guidance for priorities within the academy's budget;
- approving the academy's annual budget;
- monitoring and reviewing the annual academy budget to be prepared by the principal;
- ensuring budgets and the agreed spend on staffing are not exceeded and agreeing overspend beyond the permitted limit on staffing by exception;

inclusion -

- ensuring the academy fulfils its statutory duties in relation to SEND, disadvantage, safeguarding and child protection;
- ensuring the academy fulfils its statutory duties with regard to equality;
- ensuring that the academy communicates well with parents and carers;
- seeking good relationships with external bodies and community groups;

ethos and achievement -

- promoting an ethos which positively develops pupils' spiritual, moral, social and cultural development, including promoting an understanding of and commitment to the British values of tolerance and respect and ensuring the duty to Prevent is fulfilled;
- recognising and celebrating achievement by pupils and staff of the academy.

self-evaluation -

- reviewing the structure, personnel and performance of the executive board.
- reporting to the members on the performance of the governing body in a timely manner.

**d)**

## **Powers of trustees**

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

### **e) Chair's decisions**

The chair of the executive board has the authority to make an urgent decision within the delegated remit of that board that cannot wait for approval until the next appropriate executive board meeting. Where a chair's decision is taken, this must be recorded and notified to the executive board clerk for formal ratification at the next appropriate meeting.

The chair of the executive board can seek approval from other trustees by written/e-mail communication but this must be minuted at the next appropriate board meeting.

### **• Composition of the academy executive board**

The composition of the executive board is at the discretion of the members with the exception of the appointment of the principal who is ex officio a trustee. Members and trustees will review the composition of the executive board regularly. The members' main concern is to ensure the executive board is effective in its role.

As a general rule the following guidance will be used:

- The executive board will comprise
  - up to 8 trustees appointed by the members; and
  - the academy principal
  - up to 2 parent governors if elected.
- The number of trustees who are employed by or otherwise receiving any direct or indirect financial benefit from the company (including the principal) must not exceed one third of the total number of persons on the executive board.

The members reserve the right to remove trustees from office and change the governance structure.

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

### **• Rules of the academy executive board**

The rules for the executive board annexed to this governance handbook at Annex 1 are incorporated into this governance handbook.

The rules provide the constitution for the executive board.

### **• Scheme of delegation**

The scheme of delegation annexed to this governance handbook at Annex 4 is incorporated into this governance handbook.

The scheme of delegation sets out the powers the academy executive board may exercise on behalf of the members.



## • **Delegated decision-making authorities**

The levels of delegation annexed to this governance handbook at Annex 5 are incorporated into this governance handbook.

All decision-making authorities are delegated by the executive board in consultation with the members. Members are able to propose changes to the levels of delegation in Annex 5. These proposals must be accepted by the executive board (ie the trustees).

## • **Protocol for trustee visits to the academy**

Trustees and staff need to work together in an atmosphere of trust and mutual respect. This protocol is intended to help achieve this. Some trustees will have lead governance responsibility for key aspects of the academy's work, eg

- safeguarding (statutory);
- SEND (statutory);
- careers information, advice and guidance (statutory);
- pupil performance data monitoring and analysis;
- quality of teaching;
- financial management;
- able, gifted and talented (academy priority);
- STEAM (academy priority);
- staff coaching (academy priority)

These trustees' visits to the academy will, in the main, focus on these specific aspects and, in discussion and with the agreement of the principal, will involve meetings with the lead SLT staff member for the particular aspect.

The chair of the executive board meets at least monthly with the principal to discuss general business and prepare for forthcoming executive board meeting.

### **a) Remit of this protocol**

This protocol is intended to cover trustees' visits to the academy, i.e. those arranged with the principal to focus on aspects of the business plan or other identified issues. It is acknowledged that most trustees also visit the academy in other capacities, e.g. assemblies, concerts, PTA events etc.

### **b) Purpose of visits**

- To help trustees understand the work of the academy.
- To enable trustees to act as well informed critical friends.
- To help trustees understand improvement priorities in real terms.
- To enhance trustee-staff relationships.
- To help trustees evaluate progress and monitor performance against targets.

### **c) Planning visits**

- Trustee visits may only be undertaken when planned in advance with the principal or relevant staff.
- All trustee visits will have a pre-agreed focus which will be communicated to the relevant staff.
- Trustee visits will usually have a focus which is linked to a current identified priority.
- Trustees will read any relevant documentation prior to the visit.

### **d) During the visit**

- Trustees will, at all times, respect confidentiality including information relating to staff, children and family backgrounds.

- Trustees will always remember their role when visiting classrooms. Trustees are not there to evaluate staff or pupils' performance. The trustee's role is that of critical friend, not an inspector. Trustees do not visit to make judgements, but to gain an understanding of the academy, issues affecting it and importantly to note the conditions in which pupils and staff work to ensure a good learning environment and to take the views of the pupils and staff which may assist the trustees in their role.

#### **e) After the visit**

Comments about the visit will be shared with the principal and chair of the executive board. These comments can then be further discussed with professional colleagues with a view to possible development.

#### **f) Safeguarding**

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

#### **New trustees**

All new trustees should arrange a meeting with the principal to visit the academy and discuss their role.

### **• Register of business and personal interests**

Each member and trustee is required to declare their interests, both business and personal that may lead to a conflict of interest with the academy and complete a register of business and personal interests return when appointed and each time a new interest arises. Completed declarations must be returned to the academy business manager. The form for declaring business interests is annexed to this governance handbook at Annex 6.

### **• Induction**

It is important that new members and trustees are properly inducted to the trust and the academy

As a minimum new members and trustees will be given an induction including:

- a copy of the trust's Articles;
- a copy of the governance handbook;
- a copy of the most recent published annual accounts for the trust.

In addition trustees' induction may include:

- a meeting with the principal and chair of the executive board and tour of the academy;
- a copy of the protocol for trustee visits to the academy;
- a copy of the most recent available management accounts for the academy;
- child protection (safeguarding) policy;
- health and safety policy;
- academy improvement plan;
- most recent OFSTED inspection report.

All trustees will be expected to commit to engage in relevant training. Training needs will be identified through self-evaluation / audit, linked to statutory requirements, best practice and academy outcomes.

### **• Trust policies**

Trustees shall set policies and procedures for the trust's officers and staff to assist compliance with laws and the effective running of the trust and academy. The members, trustees and all staff are expected to comply with the trust's policies and procedures at all times. All trust policies and

procedures are intended to supplement the general principles set out in this governance handbook and are subject to the Articles.

Copies of the policies can be obtained from the academy's web site.

# Annex 1: Rules of The Boulevard Academy executive board

## 1. Constitution of the executive board

### 1.1. Categories of trustees on The Boulevard Academy executive board.

1.1.1. The individuals acting on the academy executive board shall be known as trustees.

1.1.2. There are up to 9 trustees on the academy executive board:

- i. 8 trustees including the chair of the executive board are appointed by the members;
- ii. the academy principal is currently a trustee ex officio;

### 1.2. Appointment of trustees to the executive board

1.2.1. The members appoint the trustees to the academy executive board.

1.2.2. After the initial appointments of trustees to the academy executive board, trustees may recommend persons to serve on the executive board, having regard to any recommendations and views of the members in relation to ensuring that the people serving on the executive board between them have the appropriate range of skills and experience and due attention is given to succession planning. Any such recommendations shall be proposed to the members whose decision is final. Trustees are appointed to the executive board by resolution of the members.

1.2.3. Persons who are employed by the trust may serve on the executive board provided that the total number of such persons on the executive board does not exceed one third of the total number of persons on the executive board (including the principal). The positions held by those employed at the academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.

1.2.4. Unless otherwise decided by the members, the principal shall be treated for all purposes as being an ex officio member of the executive board.

### 1.3. Co-opting governors

1.3.1. The executive board may recommend up to 3 persons to be co-opted to the executive board by the members. The members 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 executive board would exceed one third of the total number of persons serving on the executive board (including the principal). The members' decision is final. Co-opted trustees are appointed to the executive board by resolution of the members. They have full voting rights on the executive board.

### 1.4. Term of office

1.4.1. The term of office for any person serving on the executive board shall be four years from the date of appointment, save that this time limit shall not apply to the principal and persons who are co-opted to the executive board who shall serve until the end of that academic year. Subject to remaining eligible to serve (including any restrictions on who may serve within a particular category of trustee) on the executive board, any person may be re-appointed or re-elected (including being co-opted again) to the executive board.

## **1.5. Resignation and removal**

- 1.5.1. A person serving on the executive board shall cease to hold office if he resigns his office by notice to the executive board or the members (but only if at least three persons will remain as trustees when the notice of resignation is to take effect). If notice is given to the members, the members or the executive board clerk will give notice to the executive board.
- 1.5.2. A person serving on the executive board shall cease to hold office immediately if he is removed by the members. When considering removing a trustee, the members shall give due regard to any representations made by the person and the executive board.
- 1.5.3. A person serving on the executive board shall cease to hold office if he is removed by a two thirds majority of the trustees of the executive board present and voting at a meeting or in writing. In respect of any proposal to remove a person as a trustee:
  - 1.5.3.1. the grounds for removal shall be circulated before the meeting or with the resolution and may include but not be limited to incompetence, misconduct or bringing the academy or trust into disrepute;
  - 1.5.3.2. the person who may be removed shall be given the opportunity to put forward representations on the proposal and the trustees shall consider any such representations.
- 1.5.4. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the executive board by a person or persons who appointed him, any failure to uphold the values of the company and/or the academy or to act in a way which is appropriate in light of these rules or the scheme of delegation will be taken into account.
- 1.5.5. If any person who serves on the executive board in his capacity as an employee at the academy ceases to work at the academy then he shall be deemed to have resigned and shall cease to serve on the executive board automatically on termination of his work at the academy.
- 1.5.6. Where a person who serves on the executive board is removed from office those removing him shall give written notice thereof to the executive board who shall inform the members.

## **1.6. Disqualification of trustees of the executive board**

- 1.6.1. No person shall be eligible to serve on the executive board unless he is aged 18 or over at the date of election or appointment. No current pupil of the academy shall be entitled to serve on the executive board.
- 1.6.2. A person serving on the governing executive board shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury or managing or administering his own affairs.
- 1.6.3. A person serving on the executive board shall cease to hold office if he is absent without the permission of the chair of the executive board from all the meetings of the executive board held within a period of six months and the executive board resolves that his office be vacated.
- 1.6.4. A person shall be disqualified from serving on the executive board if:
  - 1.6.4.1. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
  - 1.6.4.2. he is the subject of a bankruptcy restrictions order or an interim order.
- 1.6.5. A person shall be disqualified from serving on the executive board at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Members Disqualification Act 1986 or to an order made under section

429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

- 1.6.6. A person serving on the executive board shall cease to hold office if he would cease to be a member 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).
- 1.6.7. A person shall be disqualified from serving on the executive board if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 1.6.8. A person shall be disqualified from serving on the executive board at any time when he is:
  - 1.6.8.1. included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - 1.6.8.2. disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - 1.6.8.3. barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups act 2006).
- 1.6.9. A person shall be disqualified from serving on the executive board if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 1.6.10. A person shall be disqualified from serving on the executive board where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 1.6.11. A person shall be disqualified from serving on the executive board if he has not provided to the trust a disclosure and barring certificate at an enhanced disclosure level under section 113B of the Police Act 197. In the event that the certificate discloses any information which would in the opinion of either the chair or the principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether the person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 1.6.12. Where, by virtue of these rules, a person becomes disqualified from serving on the executive board; and he was, or was proposed, to so serve, he shall on becoming so disqualified give written notice of the fact to the executive board who shall inform the members.

## **2. Chair and vice-chair of the executive board**

- 2.1. The executive board shall each school year, at their first meeting in that year, appoint a chair and vice chair. Elections which are contested shall be held by secret ballot
- 2.2. The chair and vice-chair shall hold office as such until his successor has been elected.

### **Resignation or removal of chair and vice-chair of the academy executive board**

- 2.3. The chair or vice-chair may at any time resign their office as chair or vice-chair by giving notice in writing to the members or the executive board.
- 2.4. The chair or vice-chair shall cease to hold office if:

- 2.4.1. he ceases to serve on the executive board;
- 2.4.2. he is removed from office;
- 2.4.3. in the case of the vice-chair, he is elected to fill a vacancy in the office of chair.
- 2.5. The chair or vice-chair may be removed from office by the members at any time or by the executive board in accordance with clause 2.6 below.
- 2.6. A resolution to remove the chair or vice-chair from office which is passed at a meeting of the executive board shall not have effect unless:
  - 2.6.1. it is passed by a two thirds majority of the trustees of the executive board present and voting at a meeting or in writing;
  - 2.6.2. the potential removal shall be a specific item of business for the meeting or the subject of a specific resolution and the grounds for removal shall be circulated before the meeting or with the resolution;
  - 2.6.3. the person who may be removed from office shall be given the opportunity to put forward representations on the proposal and the trustees shall consider any such representations.

### **Vacancies**

- 2.7. Where a vacancy arises in the office of chairs or vice-chairs, the trustees at their next meeting appoint or elect a person to fill that vacancy.
- 2.8. Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting. If the vice-chair is also absent from the meeting the trustees of the executive board shall elect one of their number to act as chair for the purposes of that meeting.

### **3. Conflicts of interest**

- 3.1. Any trustee of the executive board who has or may have a direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with his duties as a trustee of the executive board shall disclose that fact to the executive board as soon as he becomes aware of it. A person must absent himself from any discussions of the executive board in which it is possible that a conflict will arise between his duty to act solely in the interests of the academy and any duty or personal interest (including but not limited to any personal financial interest).
- 3.2. For the purpose of paragraph 3.1, a person has a personal financial interest if he is in the employment of the trust or is in receipt of remuneration of the provision of any other benefit directly from the trust or in some other way is linked to the trust or the academy.

### **4. Disputes**

- 4.1. Any disagreement between the trustees of the executive board shall be referred to the members for their determination.
- 4.2. The principal's executive responsibilities and delegated authorities are from the members and the executive board and the principal is subject to their direction. Any performance management, disciplinary, grievance or whistle blowing matters raised in relation to the principal shall be referred to the chair of the executive board. The principal will follow all lawful directions of the members and the executive board.

### **5. The minutes**

- 5.1. The minutes of the proceedings of a meeting of the executive board shall be drawn up and filed by the person authorised to keep the minutes of the executive board and shall be signed (subject to the approval of the trustees of the executive board) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

- 5.1.1. all appointments of officers made by the trustees; and
- 5.1.2. all proceedings at meetings of the executive board including the names of all persons present at each such meeting.

## **6. Delegation**

- 6.1. Provided such power or function has been delegated to the executive board, the executive board may further delegate to any person serving on the executive board, the principal 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 members or the executive board may impose and may be revoked or altered.
- 6.2. Where any power of function of the members or the executive board is exercised by any committee, any member or trustee of the executive board, the principal or any other holder of an executive office, that person or committee shall report to the executive board in respect of actions taken or decision made with respect to the exercise of that power or function at the meeting of the executive board immediately following the taking of the action or the making of the decision.

## **7. Meetings of the executive board**

- 7.1. Subject to these rules and the scheme of delegation, the executive may regulate its proceedings as the trustees of the executive board think fit.
- 7.2. Meetings of the executive board shall be convened by the clerk to the executive board. In exercising its functions under these rules the clerk shall comply with any direction:
  - 7.2.1. given by the members or the governing executive board; or
  - 7.2.2. given by the chair of the executive board or, in their absence or where this is a vacancy in the office of chair, the vice-chair of the board, so far as such direction is not inconsistent with any direction given.
- 7.3. The executive board will normally meet six times a year: once per half-term. However, any three trustees may, by notice in writing given to the clerk, requisition a meeting of either the executive board; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 7.4. Each trustee shall be given at least seven clear days before the date of a meeting:
  - 7.4.1. notice in writing thereof, signed by the clerk, and sent to each trustee of the executive board at the postal address or email address provided by each trustee from time to time; and
  - 7.4.2. a copy of the agenda for the meeting;  
provided that where the chair or, in his absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 7.5. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting of a copy of the agenda thereof.
- 7.6. A resolution to rescind or vary a resolution carried at a previous meeting of the executive board shall not be proposed at a meeting of the governing body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 7.7. A meeting of the executive board shall be terminated forthwith if:
  - 7.7.1. the trustees so resolve; or



- 7.7.2. the number of trustees present ceases to constitute a quorum for a meeting of the executive board in accordance with paragraph 7.10
- 7.8. Where in accordance with paragraph 7.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 7.9. Where the executive board resolves in accordance with paragraph 7.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
- 7.10. Subject to paragraph 7.12, the quorum for a meeting of the executive board, and any vote on any matter thereat, shall be any three of the trustees who sit on the board. If the members have appointed any additional trustees of the executive board then a majority of the quorum must be made up of substantive trustees.
- 7.11. The executive board may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 7.12. The quorum for the purposes of:
- 7.12.1. any vote by the trustees on the removal of a person as a trustee ; or
- 7.12.2. any vote on the removal of the chair or vice-chair of the executive board;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on those respective matters including at least one member.
- 7.13. Subject to these rules, every question to be decided at a meeting of the executive board shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every trustee shall have one vote.
- 7.14. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he may have.
- 7.15. The proceedings of the executive board shall not be invalidated by:
- 7.15.1. any vacancy on the board; or
- 7.15.2. any defect in the election, appointment or nomination of any person serving on the executive board.
- 7.16. A resolution in writing, signed by all persons entitled to receive notice of a meeting of the executive board, shall be valid and effective as if it had been passed at a meeting of the board duly convened and held. Such a resolution may consist on several documents in the same form, each signed by one or more of the trustees of the executive board and may include an electronic communication by or on behalf of the executive board indicating his or her agreement to the form of resolution providing that the trustee has previously notified the executive board in writing of the email address or addresses which the trustee will use.
- 7.17. Subject to paragraph 7.18, the executive board shall ensure that a copy of:
- 7.17.1. the agenda for every meeting of the executive board;
- 7.17.2. the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
- 7.17.3. the signed minutes of every such meeting; and
- 7.17.4. any report, document or other paper considered at any such meeting
- are, as soon as is reasonably practicable, made available at the academy to persons wishing to inspect them.
- 7.18. There may be excluded from any item required to be made available in pursuance of paragraph 7.17, any material relating to:

- 7.18.1. a named teacher or other person employed, or proposed to be employed at the academy;
  - 7.18.2. a named pupil at, or a candidate for admission to, the academy; and
  - 7.18.3. any matter which, by reason of its nature, the board members are satisfied should remain confidential.
- 7.19. Any trustee shall be able to participate in executive board meetings by telephone or video conference provided that:
- 7.19.1. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
  - 7.19.2. the board has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## **8. Clerk**

- 8.1. The executive board will appoint the clerk for the executive board. The clerk may be a person who is employed by the trust or may be paid for their services as clerk.
- 8.2. The executive board shall determine any required qualifications, competences or experience when appointing the clerk.
- 8.3. The clerk shall assist with the administration of the executive board.
- 8.4. If the clerk is absent from a board meeting the trustees will select one individual from among their number to perform the clerk's duties for that meeting.
- 8.5. The clerk does not have a vote.

## **9. Notices**

- 9.1. Any notice to be given to or by any person pursuant to these rules (other than a notice calling a meeting of the executive board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number of addresses used for the purposes of such communication.
- 9.2. A notice may be given by the board to trustees either personally or by sending it by post in a prepaid envelope addressed to the trustee at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the executive board by the trustee. A trustee whose registered address is not within the United Kingdom and who gives the executive board an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such trustee shall be entitled to receive any notice from the executive board.
- 9.3. A trustee who is present, either in person or by proxy at any meeting of the executive board shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 9.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

**10. Indemnity**

- 10.1. Every trustee acting reasonably, honestly and in accordance with the Articles and the powers and authorities delegated to them shall be indemnified out of the assets of the trust against any liability incurred by him in that capacity to the extent permitted by law.

## Annex 2: A Code of conduct for academy trustees

### The purpose of the executive board

The executive board works on behalf of the members to hold the academy principal and staff to account. Jointly and severally, the board members are responsible for promoting high standards. Trustees aim to ensure that children are attending a successful academy which provides them with a good education and supports their well-being.

### Academy trustees:

- supported by the members, set the strategic direction of the academy by:
  - ensuring the values, aims and objectives approved by the members and enshrined in the trust's Articles of Association;
  - agreeing the policy framework for achieving those aims and objectives in accordance with the delegation of decision making detailed in Annex 5;
  - agreeing and reviewing school targets;
  - agreeing the improvement plan and monitoring expenditure against the academy's annual budget;
  - approving the academy's annual budget;
  - approving the annual audit report to be reported to the annual general meeting of the member board;
- challenge and support the academy by monitoring, reviewing and evaluating:
  - the implementation and effectiveness of the improvement plan and agreed policies;
  - progress towards targets;
  - the budget and the staffing structure;
- ensure accountability by:
  - responding effectively to Ofsted reports when necessary;
  - holding the principal to account for the performance of the school;
  - ensuring parents and pupils are involved, consulted and informed as appropriate;
  - making information available to the community;
  - monitoring expenditure against the budget and drafting the academy's annual report to be included in the annual audit report.

To carry out their role effectively, trustees must be:

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

### General

- Trustees must understand the purpose of the academy's governance framework and the role of the principal as set out above.
- Trustees must accept they have no legal authority to act individually, except when the members have given a delegated authority to do so.
- Trustees must exercise independent judgement, but all decisions (whether passed or not) by the trustees are decisions of the whole and trustees will respect the decisions reached.
- Trustees accept collective responsibility for all decisions made by the executive board or its delegated agents.

- Trustees will sometimes have dissenting opinions, but once a decision is passed it must be respected. Trustees should not publicly criticize a decision of the executive board or speak against a decision once it has been made whether in or out of executive board meetings.
- Trustees have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, they will fulfil all that is expected of a good employer.
- Trustees will encourage open governance and will act openly and accountably.
- Trustees should consider how decisions may affect the community and local schools.
- Trustees must always be mindful of their responsibility to maintain and develop the ethos and reputation of the trust and the academy.
- In making or responding to criticism or complaints affecting the academy, trustees will follow agreed procedures.

### **Commitment**

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

### **Relationships**

- Trustees will strive to work as a team in which constructive working relationships are actively promoted.
- Trustees will express views openly, courteously and respectfully in all communications with others.
- Trustees will support the executive board chair in their role of ensuring appropriate conduct both at meetings and at all other times.
- Trustees must be prepared to answer queries from other trustees in relation to delegated functions and take into account any comments expressed. Trustees must acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- Trustees will seek to develop effective working relationships with the principal, staff and parents, the local authority and other relevant agencies and the community.

### **Confidentiality**

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

### **Conflicts of interest**

- Trustees will record any pecuniary or other personal or business interests in the register of business and personal interests.

- Trustees will declare any pecuniary or personal interests which could conflict with the trust or academy's interest which is to be discussed or arises during a meeting and will leave the meeting for the duration of any discussion and vote on such matter.

**Breach of this code of practice**

- If any trustee believes this code has been breached, they will raise this issue with the chair and the chair will investigate. If the issue concerns the chair, trustees should raise the issue with the other members who will investigate.
- Any allegation of a material breach of this code of practice shall be raised at a meeting of the executive board, and, if agreed to be substantiated by a majority of trustees, shall be minuted. Trustees should seek to address and resolve the matter at the earliest opportunity.
- In the case of a gross breach of this code of practice or if a suitable resolution to the issue cannot be agreed, the executive board may consider suspension or removal of the individual in accordance with the rules.
- If these actions are not followed in respect of a breach a trustee should report this to the members.

## **Annex 3: Equality within the trust**

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

- gender
- race
- disability
- religion or belief
- sexual orientation
- gender reassignment
- pregnancy or maternity

Trust members and trustees must have 'due regard' to equality considerations whenever significant decisions are being made or policies developed.

# Annex 4: Scheme of Delegation to The Boulevard Academy Trust executive board

Effective date: 1<sup>st</sup> September 2013 (on the opening of The Boulevard Academy), last revised 9<sup>th</sup> April 2018

## 1. Introduction

- 1.1. This scheme of delegation applies to The Boulevard Academy Trust and The Boulevard Academy.
- 1.2. The members are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3. In order to discharge these responsibilities, the members appoint people to serve on The Boulevard Academy executive board. The executive board is established by the members and is at all times subject to any directions the members may give. The terms of this delegation may be altered, suspended or withdrawn by the members.
- 1.4. This scheme of delegation explains the ways in which the members fulfill their responsibilities for the leadership and management of the academy, the respective roles and responsibilities of the members and academy executive board and the commitment to each other to ensure the success of the academy.
- 1.5. From 1<sup>st</sup> September 2016, members chose to delegate all governance responsibility for strategy, management and operations to the academy's executive board. In carrying out these responsibilities, the executive board is accountable to the members.
- 1.6. This scheme of delegation has been put in place by the members from the effective date in accordance with the provisions of the trust'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. Trust commitment, vision and ethos

- 2.1. The commitment of the trust is to: *'work with all our students to assist them to develop the high expectations, academic and life skills that will best help them to be successful. Fostering personal confidence and happiness, we will challenge students to take responsibility for building a better world for the next generation'*.
- 2.2. *Our vision and ethos seeks to ensure that, at The Boulevard Academy, we will demand the very highest standards from our students and staff. In return, we will expect all students to gain the knowledge, skills and attributes they need to be able to progress beyond the age of 16 to further and higher education, training and employment at the level to which they can aspire. Our students will leave the academy well equipped in the life skills they will need to be successful in whatever pathway they choose'.*

## 3. Members' powers and responsibilities

- 3.1. The board of members, their powers and administration of their meetings and affairs is established in the Articles.
- 3.2. The members have overall responsibility and ultimate decision-making authority for all the work of the trust, including the establishing and running of The Boulevard Academy. From September 1<sup>st</sup> 2015, this decision making for strategic planning and the setting of budgets



and policy was largely delegated to the academy's executive board. The executive board has strategic oversight of business planning, budgets, performance management, the setting of standards and the implementation of quality management processes. The members have the power to direct change where required.

- 3.3. The members have a duty to act in accordance with the trust's objects as set out in Article 4.
- 3.4. The constitution, membership and proceedings of the academy executive board is determined by the members and this scheme of delegation expresses such matters, acknowledging the authority delegated to the executive board in order to enable the executive board to run the academy and fulfill the trust's commitment and the academy's vision and mission.

#### **4. Delegated powers**

##### **4.1. General provisions**

- 4.1.1. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the members of the trust following a special resolution and the decisions of the members, the management of the business of the academy is hereby delegated by the members to the executive board who may exercise all the powers of the trust in so far as they relate to the academy, in accordance with the terms of this scheme of delegation.
- 4.1.2. All actions of the executive board must be in furtherance or ancillary to the Object of the trust.
- 4.1.3. No alteration of the Articles and no such direction shall invalidate any prior act of the executive board which would have been valid if that alteration had not been made or that direction had not been given.
- 4.1.4. A meeting of the executive board at which a quorum is present may exercise all the power so delegated.
- 4.1.5. Except as provided for in this scheme of delegation, in addition to all powers hereby expressly conferred upon the executive board and without detracting from the generality of the powers delegated, the executive board shall have the following powers, namely:
  - 4.1.5.1. to expend certain funds of the trust as permitted by clause 4.3 in such manner as the executive board shall consider most beneficial for the achievement of the Object in so far as it relates to the academy and to invest in the name of the trust such parts of the funds of the trust for which it has responsibility pursuant to this scheme of delegation as it may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
  - 4.1.5.2. to enter into contracts on behalf of the trust in so far as they relate to the academy in accordance with clause 4.3 and subject to the delegations stated in Annex 5.
- 4.1.6. The delegated powers are delegated to the executive board (see Annex 5).
- 4.1.7. In the event of a situation requiring an immediate decision the chair of the executive board, or in their absence the vice-chair, shall have authority to make a decision and/or take action on behalf of the executive board. Following any such decision or action the chair or vice-chair shall report their actions to the executive board as soon as reasonably practicable. The situation shall thereafter be managed in the usual way.
- 4.1.8. In the exercise of its powers and functions, the executive board will consider any advice given by the principal and the members.
- 4.1.9. The principal and trustees shall ensure that finances are managed in line with the agreed financial protocol.

## **4.2. Ethos and values**

- 4.2.1. Whilst the executive board shall be responsible for ensuring that the academy is conducted in accordance with its mission/vision and the values referred to in clause 2, the determination of the academy's ethos and mission statement shall be the responsibility of the members.
- 4.2.2. At all times, the members and the trustees shall ensure that the academy is conducted in accordance with the Object of the trust and any agreement entered into with the Secretary of State for the funding of the academy.

## **4.3. Finance**

- 4.3.1. In acknowledgement of the receipt by the trust of funds in relation to the academy; including but not limited to grant funding provided by the Secretary of State, monies donated to the trust and monies generated from the activities of the trust, the members delegate to the executive board the responsibility to manage and expend all monies received on account of the academy for the purposes of the academy.
- 4.3.2. The executive board will approve the academy's annual budget in advance of each school year or as soon as possible thereafter.
- 4.3.3. The executive board shall have the power to enter into contracts on behalf of the trust in so far as they relate to the academy provided that:
  - 4.3.4. all contracts must be in the name of the trust; and
  - 4.3.5. any contracts must be approved and signed by authorised individuals.
- 4.3.6. The accounts of the trust shall be the responsibility of the executive board. The executive board shall approve the annual audit report and the chair will report to the member board held in December each year on this audit report.
- 4.3.7. The executive board shall ensure that proper procedures are put in place for the safeguarding of funds as well as any requirement and recommendations of the members and Secretary of State.
- 4.3.8. The executive board 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.

## **4.4. Premises**

- 4.4.1. The land and buildings of the academy are held and leased by the trust and any legal interests in the land and buildings to be granted or varied are reserved to the executive board on behalf of the trust.
- 4.4.2. Informal lettings and use of the land and buildings may be managed by the principal provided that no legal interest is granted.
- 4.4.3. The responsibility for any disposals or acquisitions of land to be used by the academy will be that of the executive board, reporting to the members.
- 4.4.4. Insuring the land and the buildings used by the academy will be the responsibility of the executive board.
- 4.4.5. It shall be noted that the use of the land and buildings may be subject to legal restrictions on the legal title or in any lease to the company. The executive board shall consult the members on any aspect of the land and buildings that may require consent from a third party, including but not limited to proposed building works, proposed leases or sharing occupation.
- 4.4.6. Subject to and without prejudice to clauses 4.3.2 and 4.4.4, the maintenance of the buildings and facilities used in respect of the academy is the responsibility of the principal, 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 trust as the owner of such buildings and facilities, reporting to the executive board as appropriate.

#### **4.5. Principal**

- 4.5.1. The executive board shall always take responsibility for appointing the principal of the academy. The executive board may delegate such powers and functions as they consider are required to the principal for the internal organisation, management and control of the academy (including the implementation of all policies approved by the executive board and for the direction of teaching and the curriculum at the academy).
- 4.5.2. The chair and vice-chair of the executive board will be responsible for the principal's performance management.

#### **4.6. Other staff**

- 4.6.1. The principal shall be responsible for the appointment and management of all other staff to be employed at the academy on behalf of the company provided that the principal shall:
  - 4.6.1.1. comply with all policies dealing with staff issued by the executive board from time to time;
  - 4.6.1.2. take account of any pay terms set by the executive board;
  - 4.6.1.3. adopt any standard contracts or terms and conditions for the employment of staff issued by the executive board provided that if doing so would result in a breach of a legal obligation or result or potentially result in a liability arising the principal shall first consult the executive board on the issue;
  - 4.6.1.4. manage any claims and disputes with staff members on behalf of the trust having regard to any advice and recommendations given by the executive board; and
- 4.6.2. The executive board shall ensure that appropriate performance management is carried out on all staff in the academy.

#### **4.7. Curriculum and standards**

- 4.7.1. The principal shall be responsible for the setting and review of the curriculum but shall have due regard to any views of the executive board in recognition of the trust's obligation to the Secretary of State to provide a broad and balanced curriculum.
- 4.7.2. The principal shall be responsible for the standards achieved by the academy and the pupils attending the academy but shall follow such advice and recommendations of the executive board as it might issue from time to time.
- 4.7.3. The executive board shall be responsible for the setting and review from time to time of the academy's admissions policy provided that any proposed changes conform with the national Admissions Code.
- 4.7.4. Any decision to expand the academy shall be that of the executive board but who shall have due regard to the views of the principal and the members.

#### **4.8. Extended schools and business activities**

- 4.8.1. Whilst the undertaking of any activities which would be described as part of the academy's extended schools agenda or any activities designed to generate business income, would be the responsibility of the principal, this shall only be undertaken in a manner consistent with any policy set by the executive board and having regard to the viability of such activities, the impact on the academy's activities and any financial implications, such as the threat of taxation in light of the trust's charitable objects and any threat to funding provided by the Secretary of State.
- 4.8.2. Any proposed activity which may or shall result in establishing a separate trading company shall be reserved to the executive board.

#### 4.9. **Regulatory matters**

- 4.9.1. The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the executive board.

#### 5. **Operational matters**

- 5.1. The executive board shall comply with the obligations set out in the appendix which deals with the day to day operation of the executive board.
- 5.2. Both the members and all trustees have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, honesty and objectivity in the best interests of the trust 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.
- 5.3. The executive board will review its policies and practices on a regular basis in order to ensure that the governance of the academy is best able to adapt to the changing political and legal environment.
- 5.4. The principal shall provide such data and information regarding the business of the academy and the pupils attending the academy as the executive board may require from time to time.
- 5.5. The executive board shall submit to any inspections by the members and any inspection by Ofsted.
- 5.6. In the event that intervention is either threatened or is carried out by the Secretary of State the members expressly reserve the unfettered right to review or remove any power or responsibility conferred on the executive board under this scheme of delegation in such circumstances.

#### 6. **Conflicts**

- 6.1. In the event of any conflict between any provision of this scheme of delegation and the Articles, the Articles shall prevail.

#### 7. **Annual review**

- 7.1. The scheme of delegation shall operate from the effective date of the opening of the academy.
- 7.2. The executive board has absolute discretion to review this scheme of delegation and to alter any provision of it in consultation with the members.
- 7.3. In considering any material changes to this scheme of delegation or any framework on which it is based, the executive board will have regard to and give due consideration of any views of the members and the principal.

## Annex 5: Table of delegated decision making authorities

Area	Ref	Task	Exec. Board (EB)	Principal (P)	Notes
Finance	1.1	Approve formal budget plan for each financial year	•		P to draft for approval  EB to agree annual budget, approve expenditure and agree levels of delegation to Principal
	1.2	Determine the proportion of the annual budget to be spent on academy staffing	•		Expenditure proposals that exceed approved limit must be approved by EB.
	1.2	Monitor expenditure	•		
	1.3	Investigate financial irregularities	•		
	1.4	Agree contracts or other binding agreements above £100K	•		EB to agree levels of delegation to Principal
	1.5	Make payments	•	•	EB to agree annual budget, approve expenditure and agree levels of delegation to Principal
	1.6	Establish charging policy	•		EB to approve on advice from Principal
	1.7	Establish delegation scheme	•		EB agree annual budget, approve expenditure and agree levels of delegation to Principal
	1.8	Appoint auditors	•		

	1.9	Determine internal audit arrangements	•		
		Ensure Pupil Premium funding is used to raise the achievement of disadvantaged pupils	•		
<b>Staffing</b>	2.1	Appoint Principal	•		Members with EB involvement
	2.2	Appoint leadership staff		•	P appoints VP with EB involvement. P appoints all other staff
	2.3	Appoint teaching staff		•	P makes appointments. Advises EB
	2.4	Appoint support staff		•	With the involvement of EB for appointment of the business manager
	2.5	Agree employment terms and conditions	•		
	2.6	Recommendations for staff pay/package	•		EB approves annual pay policy and staff increments in line with policy and on P's recommendation
	2.7	Recommendation for Principal pay/package	•		EB chair and vice-chair recommend to EB
	2.8	Establish HR/personnel policies & procedures	•		Principal recommends for EB approval
	2.9	Dismiss Principal	•		EB decision
	2.10	Dismiss other staff	•		P with EB involvement
	2.11	Suspend Principal	•		EB decision
	2.12	Suspend staff		•	Principal to decide EB chair to be informed
	2.13	End suspension of Principal	•		EB
	2.14	End suspension of staff		•	Chair of EB to be informed

	2.15	Determine dismissal payment & early retirement	•		P to determine. CoG to be advised.
	2.16	Establishing disciplinary/capability procedures	•		EB to approve policy on advice from P
	2.17	Ensure all data protection and disclosure requirements (GDPR) are in place	•		EB to monitor GDPR compliance
<b>Standards</b>	3.1	Monitor pupil progress, individuals and groups; including setting challenging individual & cohort targets	•		EB to approve annual targets.
	3.2	Maintain overview of pupil progress: whole-school and groups against targets	•		EB to evaluate & challenge
	3.3	Evaluate impact of academy on pupil progress against targets	•		Advised by Principal. EB to be informed.
<b>Curriculum and quality of provision</b>	4.1	Set curriculum		•	In consultation with EB
	4.2	Ensure agreed curriculum is taught		•	EB to evaluate & challenge
	4.3	Implement curriculum		•	EB to evaluate and challenge
	4.4	Monitoring & evaluate curriculum policy and outcomes	•		EB to evaluate & challenge.
	4.5	Responsible for standards of teaching		•	EB to evaluate & challenge
	4.6	Changing length of day or holiday pattern	•		On advice from P
	4.7	Responsibility for individual child's education		•	CoG to be informed of potential exclusions
	4.8	Ensure statutory responsibilities for IAG are fulfilled		•	EB to monitor
<b>Appraisal</b>	5.1	Establish appraisal and performance management policy and keep under review	•		CoG to be advised by P. EB to establish annual pay committee
	5.2	Implement performance management/capability of Principal	•		Chair and vice-chair of EB
	5.3	Implement performance management of staff		•	Informing EB

<b>Behaviour &amp; conduct</b>	6.1	Establish behaviour policy	•		On advice from P
	6.2	Establish academy behaviour code; keep under review; monitor its effectiveness	•		
	6.3	Implement behaviour policy		•	
	6.4	Exclude pupil for one or more fixed terms (not more than 45 day in one year) or permanently exclude		•	EB to be involved as required
	6.5	Review pupil exclusions (pupil discipline committee)	•		EB to review exclusion data
	6.6	Direct reinstatement of pupil		•	
<b>SEND</b>	7.1	Approve, monitor and review SEN policy	•		
	7.2	Review provision for pupils with EHCP and associated costs	•		
	7.3	Review implementation of Pupil Premium and approve annual PP plan	•		EB to be informed
<b>Admissions</b>	7.1	Consult as required before setting an admissions policy	•		
	7.2	Decision not to admit a pupil		•	Principal consults with EB chair about decisions
	7.3	Direct Principal to admit a pupil	•		As admissions authority, first point of reference for admissions decisions
	7.4	Ensure appropriate processes for independent admissions appeals are in place and fulfilled within required timescales	•		In consultation with P
<b>Collective worship</b>	8.1	Ensure requirements are met	•		
<b>Premises</b>	9.1	Insure buildings		•	
	9.2	Premises plan	•		Principal to produce in consultation with EB
	9.3	Health & safety requirements	•		EB to be informed of any issues
<b>School improvement</b>	10.1	Improvement plan	•		EB approve plan.
<b>School organisation</b>	12.1	Set times of school day and term dates		•	P to inform EB
	12.2	Ensure the academy meets		•	



		for 380 sessions in academic year			
<b>Information for parents</b>	13.1	Provide parents with written reports on their child's achievement		•	EB to monitor. Principal to action
	13.2	Ensure the school website fulfils all statutory requirements		•	EB to monitor
	13.3	Ensure provision of free school meals to those pupils meeting the criteria		•	
<b>Safeguarding</b>	14.1	Ensure academy is fully compliant with all statutory safeguarding requirements and keep under regular review	•		EB to monitor and consider annually
	14.2	Ensure designated academy safeguarding lead and designated trustee are clearly identified and receive appropriate training that is regularly updated.	•		
	14.4	Ensure the academy has sufficient staffing and resources to fulfil safeguarding requirements		•	In consultation with EB

## **Annex 6: Register of business interests**

The members, governing body and school staff have a responsibility to avoid any conflict between their business and personal interests, and the interests of the company and the academy it runs. The members and governing body are required to maintain a register of business interests for all governors, the academy principal and any other senior staff who may be responsible for choosing suppliers or other budget controls where conflicts of interests could arise. The register must be freely available for inspection by the members, company secretary, governors, staff, parents/carers and auditors at all times.

### **Who is covered by the requirement?**

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

### **What is deemed to be a business interest?**

Any memberships, significant shareholdings and other appointments of influence within a business or other organisation which may have dealings with the company or the academy.

### **What are the responsibilities of the governing body?**

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

- nil returns are required from those who have been requested to declare their interests who have none;
- there is a requirement to notify the company of any changes in business interests as they occur;
- the completed declarations are returned to the company secretary for safe storage.

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

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

