

The Boulevard Academy Trust Governance Handbook

Revised

September 2016

- 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

The company:

- is a company limited by guarantee registered with Companies House;
 - is an exempt charity;
 - has contracted with the Secretary of State for Education to run 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 for running the academy; and
 - owns all assets and liabilities, rights and obligations of the academy.
- Constitution of the company

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

- Charitable status

As an academy trust, the company is classified as an 'exempt charity'. This means the company is legally a charity, but does not have to (and cannot) register with the Charity Commission (the

regulator of charities in England and Wales).

- **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 company are owned by the company and all contracts (whether in relation to employees or otherwise) for the academy will be held and entered into (respectively) by the company.

- **Overview of company governance structure**

The company 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 directors.
- directors: the directors (also known as governors in a single academy trust model) who have responsibility for day-to-day management and operation of the academy trust. The governing body is a board of governors, most of whom are appointed by and with delegated responsibilities from the members.

The company's staff carry out the day to day work of the company. 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 company.

- **Roles for The Boulevard Academy**

Within the company structure there are three main roles for the Academy: members, governors, and the staff.

The following diagram summarises the roles in brief.

Members

Receive the trust's annual accounts and set the strategic vision and direction

Members

Receive the trust's annual accounts and set the strategic vision and direction

Governors

Set the operational strategy and monitor progress of the academy

Governors

Set the operational strategy and monitor progress of the academy

Staff

(Led by the principal)

Paid staff do the day to day work in accordance with the strategies/policies

Staff

(Led by the principal)

Paid staff do the day to day work in accordance with the strategies/policies

- **Functions of the members of the company**

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

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

The members' main functions are:

- taking part in annual general meetings and any other general meetings;
 - appointing some members of the academy governing body;
 - receiving the company's financial reports and annual audit report; and
 - exercising company law powers reserved to the members, such as amending the Articles of the company and removing governors.
- **The members of the company**

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

a) Duties of members

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

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

Should any 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 company, legal advice should be sought as soon as possible.

b) The functions of the members of the company

- Setting the aims and objectives of the company in accordance with the charitable objects set out in the Articles.
- Setting strategic direction for the academy.
- Monitoring and evaluating performance against the aims and objectives.
- Ensuring the Articles of the company (subject to the members', Secretary of State for Education's and Charity Commission's approvals) are fit for purpose.
- Appointing most of the governors for The Boulevard Academy governing body and removing governors if need be.

c) Term of office of the members

The members are permanent appointments. If any members give 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 are 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 company

include:

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

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 company's audited accounts.

e) Advisory Board

Members are supported by an advisory board which comprises the trust's members, the vice-chair of governors, the principal and other individuals 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 academy governing body**

The members will establish a governing body for the academy that is run by the company. The governing body has powers and responsibilities delegated to them by the members.

- **The role of the governing body**

The role of the governing body is to exercise leadership on behalf of the company in the running of the academy.

The governing body is the academy's executive board. The executive board will ensure strong and effective governance of the academy on behalf of the trust.

The purpose of having a governing body 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 governing body 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 governing body is to provide strategic leadership for the academy. If the governing body 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 governors

It is the responsibility of the governing body to ensure that the academy complies with all policies and procedures established by the members, specifically:

- 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.

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

c) Functions delegated to the governing body

To carry out its role the governing body will:

- support the members to implement the vision and mission for the academy consistent with the company'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 governing body will:

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

The governing body will systematically and regularly monitor and evaluate the work of the academy in relation to:

Policy -

- Ensuring the governing body fulfils all statutory governance requirements.
- Ensuring that the company'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 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 which will enhance the quality of teaching and learning within the academy.

Self-evaluation -

- Reviewing the structure, personnel and performance of the governing body.
- Reporting to the members on the performance of the governing body in a timely manner.

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, 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.

d) Powers of the governors

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

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 governing body meeting. Where a chair's decision is taken, this must be recorded and notified to the governing body clerk for formal ratification at the next appropriate meeting.

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

- **Composition of the academy governing body**

The composition of the governing body is at the discretion of the members with the exception of the appointment of the principal who is ex officio a governor. Members will review the composition of the governing body regularly. The members' main concern is to ensure the governing body is effective in its role.

As a general rule the following guidance will be used:

- The governing body will comprise
 - up to 7 governors appointed by the members; and
 - the academy principal
- The number of governors on the governing body 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 governing body.

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

As long as governors 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.

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Rules of the academy governing body

The rules for the governing body annexed to this Governance Handbook at Annex 1 are incorporated into this Governance Handbook.

The rules provide the constitution for the governing body.

- **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 governing body 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 members. The members are able to change the levels of delegation in Annex 5. If they decide so to do, they will give an appropriate explanation to the governing body.

- **The Executive Board**

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

In September 2015, members agreed that the role of the governing body 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, members have agreed that, from September 1st 2016:

- the stakeholder board will no longer function; and
 - the previous remit of the stakeholder board will be merged with the responsibilities of the executive board.
- **Protocol for governor visits to the Academy**

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

a) Remit of this protocol

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

b) Ofsted view

"If governors are to monitor and evaluate the impact work they need to visit the academy. When handled well these visits build up trust and respect between staff and the governing body, and they allow governors to monitor the school's work in a way that is far more supportive than if they just attend meetings. The visits to academy by governors work well when the focus of the visit is agreed in advance and understood by all involved."

c) Purpose of visits

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

d) Planning visits

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

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

e) During the visit

- Governors will, at all times, respect confidentiality – including information relating to staff, children and family backgrounds.
- Governors will always remember their role when visiting classrooms. The governors are not there to evaluate staff or pupils' performance. The governor's role is that of critical friend, not an inspector. Governors do not visit to make judgements, but to gain an understanding of the school, 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 governors in their role.

f) After the visit

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

g) Safeguarding

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

New governors

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

- Register of business and personal interests

Each member and governor 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 new governors are properly inducted to the company and the academy

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

- A copy of the company's Articles
- A copy of the Governance Handbook
- A copy of the most recent published annual accounts for the company

In addition governors' inductions will include:

- A meeting with the principal and tour of the academy
- A copy of the protocol for governor 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.

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

All governors 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.

- Company policies

Governors shall set policies and procedures for the company's officers and staff to assist compliance with laws and the effective running of the company and academy. The members, governors and all staff are expected to comply with the company's policies and procedures at all

times. All company policies and procedures are intended to supplement the general principles set out in this Governance Handbook and are subject to the Articles.

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

Signed as true copy of the Governance Handbook:

.....
Signature

.....
Print Name

.....
Position

.....
Date

Annex 1: Rules of The Boulevard Academy Governing body

- **Constitution of the governors**
 - Categories of governors on The Boulevard Academy governing body
 - The individuals acting on the academy governing body shall be known as governors.
 - There are 8 governors on the academy governing body:
 - 7 governors including the chair of governors are appointed by the members;
 - the academy principal is a governor ex officio;
 - Appointment of governors to the governing body
 - The members appoint the governors to the academy governing body.

General

- After the initial appointments of governors to the academy governing body, the governors for the time being may recommend persons to serve on the governing body, having regard to any recommendations and views of the members in relation to ensuring that the people serving on the governing body between them have an appropriate range of skills and experience and due attention is given to succession planning. Any such recommendations shall be proposed to the members whose decision is final. Governors are appointed to the governing body by resolution of the members.

Staff

- Persons who are employed by the company may serve on the governing body provided that the total number of such persons on the governing body does not exceed one third of the total number of persons on the governing body (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.

The principal

- Unless otherwise decided by the members, the principal shall be treated for all purposes as being an ex officio member of the governing body for that academy.

• **Co-opting governors**

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

- **Term of office**
 - The term of office for any person serving on the governing body 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 governing body 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 governor) on the governing body, any person may be re-appointed or re-elected (including being co-opted again) to the governing body.

- **Resignation and removal**
 - A person serving on the governing body shall cease to hold office if he resigns his office by notice to the governing body or the members (but only if at least three persons will remain as governors when the notice of resignation is to take effect). If notice is given to the members, the members or the governing body clerk will give notice to the governing body.
 - A person serving on the governing body shall cease to hold office immediately if he is removed by the members. When considering removing a governor, the members shall give due regard to any representations made by the person and the governing body.
 - A person serving on the governing body shall cease to hold office if he is removed by a two thirds majority of the governors of the governing body present and voting at a meeting or in writing. In respect of any proposal to remove a person as a governor:
 - 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 company into disrepute;
 - the person who may be removed shall be given the opportunity to put forward representations on the proposal and the governors shall consider any such representations.
 - Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the governing body 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.
 - If any person who serves on the governing body 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 governing body automatically on termination of his work at the academy.
 - Where a person who serves on the governing body is removed from office those removing him shall give written notice thereof to the governing body who shall inform the members.

- **Disqualification of governors of the governing body**
 - No person shall be eligible to serve on the governing body 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 governing body.
 - A person serving on the governing body shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury or managing or administering his own affairs.
 - A person serving on the governing body shall cease to hold office if he is absent without the permission of the chair of the governing body from all the meetings of the governing body held within a period of six months and the governing body resolves that his office be vacated.
 - A person shall be disqualified from serving on the governing body if:
 - his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - he is the subject of a bankruptcy restrictions order or an interim order.
 - A person shall be disqualified from serving on the governing body 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).
 - A person serving on the governing body 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).

- A person shall be disqualified from serving on the governing body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
 - A person shall be disqualified from serving on the governing body at any time when he is:
 - included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
 - A person shall be disqualified from serving on the governing body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
 - A person shall be disqualified from serving on the governing body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
 - After the Academy has opened, a person shall be disqualified from serving on the governing body if he has not provided to the Company a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 197. In the event that the certificate discloses any information which would in the opinion of either the chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether the person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
 - Where, by virtue of these Rules, a person becomes disqualified from serving on the governing body; and he was, or was proposed, to so serve, he shall on becoming so disqualified give written notice of the fact to the governing body who shall inform the members.
 - This Rule 1.8 also applies to any member of any committee of the governing body who is not a governor of the governing body.
- **Chair and vice-chair of the governing body**
 - 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
 - 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 governing body

- 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 governing body.
- The chair or vice-chair shall cease to hold office if:
 - s/he ceases to serve on the governing body;
 - s/he is removed from office;
 - in the case of the vice-chair, s/he is elected to fill a vacancy in the office of chair.
- The chair or vice-chair may be removed from office by the members at any time or by the governing body in accordance with clause 2.8 below.
- A resolution to remove the chair or vice-chair from office which is passed at a meeting of the governing body shall not have effect unless:
 - it is passed by a two thirds majority of the governors of the governing body present and voting at a meeting or in writing;
 - 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;
 - the person who may be removed from office shall be given the opportunity to put forward representations on the proposal and the governors shall consider any such representations.

Vacancies

- Where a vacancy arises in the office of chairs or vice-chairs, the governors at their next meeting appoint or elect a person to fill that vacancy.
- Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting. If the vice-chair is also absent from the meeting the governors of the governing body shall elect one of their number to act as chair for the purposes of that meeting.
- **Conflicts of interest**
 - Any governor of the governing body who has or may have a direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with his duties as a governor of the governing body shall disclose that fact to the governing body as soon as he becomes aware of it. A person must absent himself from any discussions of the governing body in which it is possible that a conflict will arise between his duty to act solely in the interests of the academy and any duty or personal interest (including but not limited to any personal financial interest).
 - For the purpose of paragraph 3.1, a person has a personal financial interest if he is in the employment of the company or is in receipt of remuneration of the provision of any other benefit directly from the company or in some other way is linked to the Company or the academy.
 - This Rule 3 also applies to any member of any committee of the governing body who is not a governor of the governing body.
- **Disputes**
 - Any disagreement between the governors of the governing body shall be referred to the members for their determination.
 - The principal's executive responsibilities and delegated authorities are from the members and the governing body 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 executive board. The principal will follow all lawful directions of the members and the governing body.
- **The minutes**
 - The minutes of the proceedings of a meeting of the governing body shall be drawn up and filed by the person authorised to keep the minutes of the governing body; and shall be signed (subject to the approval of the governors of the governing body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
 - all appointments of officers made by the governing body; and
 - all proceedings at meetings of the executive and stakeholder boards including the names of all persons present at each such meeting.
 - The chair shall ensure that copies of minutes of all meetings of the governing body (and such of the subcommittees as the members shall from time to time notify) shall be provided to the members as soon as reasonably practicable after those minutes are approved.
- **Delegation**
 - Provided such power or function has been delegated to the governing body, the governing body may further delegate to any person serving on the executive or stakeholder boards, 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.
 - Where any power or function of the members or the governing body is exercised by any committee, any member or governor of the governing body, the principal or any other holder of an executive office, that person or committee shall report to the governing body in respect of actions taken or decision made with respect to the exercise of that power or function at the meeting of the governing body immediately following the taking of the action or the making of the decision.
- **Meetings of the executive and stakeholder boards**
 - Subject to these Rules and the Scheme of Delegation, the executive may regulate its proceedings as the governors of the executive and stakeholder boards think fit.
 - Meetings of the governing body shall be convened by the clerk to the governing body. In exercising its functions under these rules the clerk shall comply with any

direction:

- given by the members or the governing body; or
- given by the chair of the executive or stakeholder boards or, in their absence or where this is a vacancy in the office of chair, the vice-chair of the boards, so far as such direction is not inconsistent with any direction given as mentioned in 8.2.1 above.
- Any three governors may, by notice in writing given to the clerk, requisition a meeting of either the executive or stakeholder board; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- Each governor shall be given at least seven clear days before the date of a meeting:
 - notice in writing thereof, signed by the clerk, and sent to each governor of the governing body at the postal address or email address provided by each governor from time to time; and
 - 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.

- 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.
- A resolution to rescind or vary a resolution carried at a previous meeting of the governing body 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.
- A meeting of the executive or stakeholder board shall be terminated forthwith if:
 - the governors so resolve; or
 - the number of governors present ceases to constitute a quorum for a meeting of the governing body in accordance with paragraph 8.10
- Where in accordance with paragraph 8.7 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.
- Where the governing body resolves in accordance with paragraph 8.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the boards 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.
- Subject to paragraph 8.12, the quorum for a meeting of the executive or stakeholder board, and any vote on any matter thereat, shall be any three of the governors who sit on the board. If the members have appointed any additional governors of the governing body then a majority of the quorum must be made up of substantive governors.
- The governing body 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.
- The quorum for the purposes of:
 - any vote by the governors on the removal of a person as a governor ; or
 - any vote on the removal of the chair or vice-chair of the governing body;shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on those respective matters including at least one member.
- Subject to these rules, every question to be decided at a meeting of the governing body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every governor shall have one vote.
- Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote he may have.
- The proceedings of the governing body shall not be invalidated by:
 - any vacancy on the board; or
 - any defect in the election, appointment or nomination of any person serving on the governing body.
- A resolution in writing, signed by all persons entitled to receive notice of a meeting of the executive or stakeholder 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 governors of the governing body and may include an electronic communication by or on behalf of the governing body indicating his or her agreement to the form of

resolution providing that the governor has previously notified the governing body in writing of the email address or addresses which the governor will use.

- Subject to paragraph 8.18, the executive and stakeholder boards shall ensure that a copy of:
 - the agenda for every meeting of the executive and stakeholder board;
 - the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - the signed minutes of every such meeting; and
 - any report, document or other paper considered at any such meetingare, 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 in pursuance of paragraph 8.17, any material relating to:
 - a named teacher or other person employed, or proposed to be employed at the academy;
 - a named pupil at, or a candidate for admission to, the academy; and
 - any matter which, by reason of its nature, the board members are satisfied should remain confidential.
- Any governor shall be able to participate in executive or stakeholder board meetings by telephone or video conference provided that:
 - 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
 - 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.

- **Clerk**

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

- **Notices**

- Any notice to be given to or by any person pursuant to these rules (other than a notice calling a meeting of the governing body) 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.
- A notice may be given by the boards to governors either personally or by sending it by post in a prepaid envelope addressed to the governor 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 governing body by the governor. A governor whose registered address is not within the United Kingdom and who gives the governing body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such governor shall be entitled to receive any notice from the governing body.
- A governor who is present, either in person or by proxy at any meeting of executive or stakeholder board shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 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.

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

Annex 2: A Code of conduct for academy governors

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. Governors aim to ensure that children are attending a successful academy which provides them with a good education and supports their well-being.

Academy governors:

- Support the members to set the strategic direction of the academy by:
 - Ensuring the values, aims and objectives approved by the members
 - 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 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, governors 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

- Governors must understand the purpose of the academy's governance framework and the role of the principal as set out above.
- Governors must accept they have no legal authority to act individually, except when the members have given a delegated authority to do so.
- Governors must exercise independent judgement, but all decisions (whether passed or not) by the governors are decisions of the whole and governors will respect the decisions reached.
- Governors accept collective responsibility for all decisions made by the executive and stakeholder boards or their delegated agents.
- Governors will sometimes have dissenting opinions, but once a decision is passed it must be respected. Governors should not publicly criticize a decision of the governors as a whole or speak against a decision once it has been made whether in or out of governors meetings.
- Governors have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff, they will fulfil all that is expected of a good employer.
- Governors will encourage open governance and will act openly and accountably.
- Governors should consider how decisions may affect the community and local schools.

- Governors must always be mindful of their responsibility to maintain and develop the ethos and reputation of the company and the academy.
- In making or responding to criticism or complaints affecting the academy, governors will follow the procedures established by the members.

Commitment

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

Relationships

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

Confidentiality

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

Conflicts of interest

- Governors will record any pecuniary or other personal or business interests in the Register of Business and Personal Interests.
- Governors will declare any pecuniary interest or a personal interests which could conflict with the Company's 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 governor 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, governors 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 governing body, and, if agreed to be substantiated by a majority of governors, shall be minuted. The governors should seek to address and resolve the matter at the earliest opportunity.
- In the case of a gross breach of this code of practice or if a suitable resolution to the issue cannot be agreed the governing body may consider suspension or removal of the individual in accordance with the rules.
- If these actions are not followed in respect of a breach a governor should report this to the members.

Annex 3: Equality within the Company

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

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

The company members and the governing body must have 'due regard' to equality considerations whenever significant decisions are being made or policies developed.

Annex 4: Scheme of Delegation to Local Governing Bodies

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Effective date: 1st September 2013 (on the opening of The Boulevard Academy), last revised 1st September 2016

- **Introduction**
 - This scheme of delegation applies to The Boulevard Academy Trust and The Boulevard Academy.
 - 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.
 - In order to discharge these responsibilities, the members appoint people to serve on The Boulevard Academy governing body (the executive board). The executive committee 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.
 - 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 governing body and the commitment to each other to ensure the success of the academy.
 - From 1st September 2016, members have chosen to delegate all governance responsibility for strategy, management and operations to the academy's executive board. In carrying out these responsibilities, the governing body will be accountable to the members.
 - This scheme of delegation has been put in place by the members from the effective date in accordance with the provisions of the company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.
 - The academy's Articles of Association were revised with effect from September 2016.
- **Ethos and Trust Commitment**
 - The commitment of the company 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'*.
 - *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'.

- **Members' powers and responsibilities**
 - The board of members, their powers and administration of their meetings and affairs is established in the Articles.
 - The members have overall responsibility and ultimate decision making authority for all the work of the company, including the establishing and running of The Boulevard Academy. From September 1st 2015, this decision making for strategic planning and the setting of budgets and policy was largely delegated to the 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.
 - The members have a duty to act in accordance with the company's objects as set out in Article 4.
 - The constitution, membership and proceedings of the academy governing body is determined by the members and this scheme of delegation expresses such matters, acknowledging the authority delegated to the governing body in order to enable the governing body to run the academy and fulfill the company's commitment and the academy's vision and mission.

- **Delegated powers**
 - General provisions
 - Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the members of the company following a special resolution and the decisions of the members, the management of the business of the academy is hereby delegated by the members to the governing body who may exercise all the powers of the company in so far as they relate to the academy, in accordance with the terms of this scheme of delegation.
 - All actions of the governing body must be in furtherance or ancillary to the Object of the company.
 - No alteration of the Articles and no such direction shall invalidate any prior act of the governing body which would have been valid if that alteration had not been made or that direction had not been given.
 - A meeting of the governing body at which a quorum is present may exercise all the power so delegated.
 - Except as provided for in this scheme of delegation, in addition to all powers hereby expressly conferred upon the governing body and without detracting from the generality of the powers delegated, the governing body shall have the following powers, namely:
 - to expend certain funds of the company as permitted by clause 5.3 in such manner as the governing body 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 company such parts of the funds of the company for which it has responsibility pursuant to this scheme of delegation as it may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
 - to enter into contracts on behalf of the company in so far as they relate to the academy in accordance with clause 4.3 and subject to the delegations stated in Annex 5.
 - The delegated powers are delegated either to the executive or stakeholder board (see Annex 5)
 - In the event of a situation requiring an immediate decision the chair of the appropriate board, or in their absence the vice-chair, shall have authority to make a decision and/or take action on behalf of the governing body. Following any such decision or action the chair or vice-chair shall report their actions to the governing body as soon as reasonably practicable. The situation shall thereafter be managed in the usual way.
 - In the exercise of its powers and functions, the governing body will consider any advice given by the principal and the members.
 - The principal and governors shall ensure that finances are managed in line with the agreed financial protocol.

- **Ethos and values**

- Whilst the governing body 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.
- At all times, the members and the governing body shall ensure that the academy is conducted in accordance with the Object of the company and any agreement entered into with the Secretary of State for the funding of the academy.

- **Finance**

- In acknowledgement of the receipt by the company of funds in relation to the academy; including but not limited to grant funding provided by the Secretary of State, monies donated to the company and monies generated from the activities of the company, the members delegate to the governing body the responsibility to manage and expend all monies received on account of the academy for the purposes of the academy.
- The governing body will approve the academy's annual budget in advance of each school year or as soon as possible thereafter.
- Pursuant to clause 4.1.3 the governing body shall have the power to enter into contracts on behalf of the company in so far as they relate to the academy provided that:
 - all contracts must be in the name of the company; and
 - any contracts must be approved and signed by authorised individuals.
- The accounts of the company 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.
- 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.
- 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.

- **Premises**

- The land and buildings of the academy are held and leased by the company and any legal interests in the land and buildings to be granted or varied are reserved to the members on behalf of the company.
- Informal lettings and use of the land and buildings may be managed by the stakeholder group provided that no legal interest is granted.
- The responsibility for any disposals or acquisitions of land to be used by the academy will be that of the members.
- Insuring the land and the buildings used by the academy will be the responsibility of the executive board.
- 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 governing body 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.
- 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 governing body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the company as the owner of such buildings and facilities.

- **Principal**

- The members shall always take responsibility for appointing the principal of the academy with the involvement of appropriate governor representatives. The members and governing body 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 members and governing body and for the direction of teaching and the curriculum at the academy).
- The chair and vice-chair of the executive board will be responsible for the principal's performance management.

- **Other staff**
 - The governing body 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 governing body shall:
 - comply with all policies dealing with staff issued by the members from time to time;
 - take account of any pay terms set by the members;
 - adopt any standard contracts or terms and conditions for the employment of staff issued by the members provided that if doing so would result in a breach of a legal obligation or result or potentially result in a liability arising the governing body shall first consult the members on the issue;
 - manage any claims and disputes with staff members on behalf of the company having regard to any advice and recommendations given by the members; and
 - The governing body shall ensure that appropriate performance management is carried out on all staff in the academy.

- **Curriculum and standards**
 - The governing body shall be responsible for the setting and review of the curriculum but shall have due regard to any views of the members in recognition of the company's obligation to the Secretary of State to provide a broad and balanced curriculum.
 - The governing body 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 members as they might issue from time to time.
 - The governing body shall be responsible for the setting and review from time to time of the academy's admissions policy provided that no change will be made to the admissions criteria without the consent of the members.
 - Any decision to expand the academy shall be that of the members but who shall have due regard to the views of the governing body.

- **Extended schools and business activities**
 - 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 governing body, this shall only be undertaken in a manner consistent with any policy set by the members and having regard to the viability of such activities, the impact on the academy's activities and any financial implications, such as the threat of taxation in light of the company's charitable objects and any threat to funding provided by the Secretary of State.
 - Any proposed activity which may or shall result in establishing a separate trading company shall be reserved to the members.

- **Regulatory matters**
 - The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the members but the governing body shall do all such things as the members may specify as being necessary to ensure that the company is meeting its legal obligations.

- **Operational matters**
 - The governing body shall comply with the obligations set out in the appendix which deals with the day to day operation of the governing body.
 - The governing body will adopt and will comply with all policies of the members communicated to the governing body from time to time.
 - Both the members and all governors have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, honesty and objectivity in the best interests of the company and the academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
 - The governing body will review its policies and practices on a regular basis, having regard to recommendations made by the members 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.
 - The governing body shall provide such data and information regarding the business of the academy and the pupils attending the academy as the members may require

- from time to time.
 - The governing body shall submit to any inspections by the members and any inspection by Ofsted.
 - The governing body shall work closely with and shall promptly implement any advice or recommendations made by the members.
 - 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 governing body under this scheme of delegation in such circumstances.
- **Conflicts**
 - In the event of any conflict between any provision of this scheme of delegation and the Articles, the Articles shall prevail.
 - **Annual review**
 - The scheme of delegation shall operate from the effective date of the opening of the academy.
 - The members will have absolute discretion to review this scheme of delegation at least on an annual basis and to alter any provision of it.
 - In considering any material changes to this scheme of delegation or any framework on which it is based, the members will have regard to and give due consideration of any views of the governing body.

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	M a k e 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	A p p o i n t auditors	•		

	1.9	A p p o i n t Responsible Officer (RO)	•		
		Ensure Pupil Premium funding is used to raise the achievement of disadvantaged pupils	•		
Staffing	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	•		Members with EB involvement
	2.10	Dismiss other staff	•		P with EB involvement
	2.11	Suspend Principal	•		Members on advice from EB
	2.12	Suspend staff		•	Principal to decide EB chair to be informed
	2.13	End suspension of Principal	•		Members.
	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
Standards	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.
Curriculum and quality of provision	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
Appraisal	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

Behaviour & conduct	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	D i r e c t reinstatement of pupil		•	
SEND	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
Admissions	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
Collective worship	8.1	E n s u r e requirements are met	•		
Premises	9.1	I n s u r e buildings	•		
	9.2	Premises plan	•		Principal to produce in consultation with EB
	9.3	H e a l t h & s a f e t y requirements	•		EB to be informed of any issues
S c h o o l improvement	10.1	Improvement plan	•		EB approve plan.

S c h o o l organisation	12.1	Set times of school day and term dates	•		EB to approve on advice from Principal
	12.2	Ensure the academy meets for 380 sessions in academic year		•	
Information for parents	13.1	Prepare and publish the prospectus	•	•	P to draft. EB to approve in consultation with members
	13.2	Provide parents with written reports on their child's achievement		•	EB to monitor. Principal to action
	13.3	Ensure the school website fulfils all statutory requirements		•	EB to ensure all Trust legal disclosures. EB to monitor statutory requirements
	13.4	E n s u r e provision of free school meals to those pupils meeting the criteria		•	
Safeguardin g	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 governor 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.

REGISTER OF BUSINESS AND PERSONAL INTERESTS 2016 – 2017

The governing body is required to establish a register of business and personal interests of the governors and staff, which should be open to inspection. Governors, the principal and any other staff should declare any links they have with local companies from which the academy may wish to buy goods or services, with the governing body or staff or pupils. It is important for anyone involved in spending public money to demonstrate that they do not benefit personally from any decisions that they make.

Tick 1 box

1) I declare that <u>I have no business</u> or personal interests that would conflict with my work in Academy or influence any decisions I make. I will inform the governing body immediately should this change in the future.	
2) I declare that I do have a business or personal interest that could conflict with my work in Academy, details of which are provided below.	

Name of Company / Supplier with whom I have an interest	Type of Business / Interest	Relationship
3) Are you related to any pupils or members of staff in the Academy or member of the governing body?		
No		
Yes	Details should be completed below	
Name of person(s) related to		
Relationship		
Signed		
Date		

I understand that I may be unable to vote on matters concerning this interested and may be asked not to participate in discussions or decisions concerning this interest in accordance with the Articles of Association / Governors Handbook.

The following information is currently relevant to me. I will inform the clerk immediately should this change in the future.

Name	
Signature	
Date	

Annex 7: Induction Acknowledgement

Induction acknowledgment

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

I understand my role within the company and the academy that it runs. I will always act in the best interests of the company, the pupils of the academy and the reputation of the company and academy.

Signature

Print Name

Date

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

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

<i>Not listed in any specific order</i>	Initial	Date
For All:		

• Articles of the Company		
• Governance Handbook		
• Recent Company Accounts		
• Schedule of forthcoming meetings		
• Know how to access company policies and procedures		
• Safeguarding Policy; Health and Safety Policy; Academy Improvement Plan		
For Governors:		
• Visited academy and met principal		
• Received copy of minutes from most recent governing body meeting		
• Introduced to chair of governing body		
• Received copy of academy prospectus/ information booklet		
• Know which committees of the governing body they will attend		
• Most recent Ofsted inspection report		

Add policies: child protection (safeguarding), Health and Safety and Academy Improvement Plan

Please return signed form to academy business manager

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