

**Governance Management and
Scheme of Delegation for the Southern Academy
Trust**

Contents

1	Introduction	3
2	The Academy Trust.....	3
3	Members.....	4
	3.1 The role of the members.....	4
	3.2 The appointment of the Members	4
4	Directors	5
	4.1 Capacity of Directors.....	5
	4.2 The appointment of Directors	5
	4.3 Composition of the board of directors	5
	4.4 Meetings of Directors	6
	4.5 Accountability of Directors.....	6
	4.6 Powers, functions and responsibilities of Directors	7
	4.7 Delegation of powers of Directors.....	8
	4.8 Risk management	8
	4.9 The management of conflicts of interest	9
5	The Company Secretary and the Clerk	10
6	Committees.....	10
7	Local governing bodies	11
8	The Executive Headteacher	11
9	The Accounting Officer	12
10	Finance Director	12
11	Financial regulations manual	13
12	Budget approval	13
13	The Headteachers	14
14	Staff appointments and performance management.....	15
15	Interpretation.....	16
16	Approved version	Error! Bookmark not defined.
17	Date of next review	16

Appendix

Appendix 1	Consent to be a member	17
Appendix 2	Director declaration	19
Appendix 3	Reserved matters	21
Appendix 4	Terms of reference for the LGB of an Academy which is not designated with Church of England character	
Appendix 5	Terms of reference for the LGB of a VC Church of England Academy	
Appendix 6	Terms of reference for the LGB of a VA Church of England Academy	

1 Introduction

- 1.1 This Scheme of Governance, Management and Delegation (**Scheme**) has been made by the Directors (**Directors**) of Southern Academy Trust (**Academy Trust**) in exercise of the powers conferred on them by Articles 105 of the Articles of Association of the Academy Trust (**Articles**).
- 1.2 The purpose of the Scheme is to set out a framework under which the Academy Trust is governed and managed, and in particular:
 - 1.2.1 how the Directors work together effectively;
 - 1.2.2 relationship between the Directors, the local governing bodies (**LGBs**) and the executive;
 - 1.2.3 how the Directors ensure compliance with the various legal and regulatory requirements placed on them; and
 - 1.2.4 the establishment and terms of delegation to the LGBs (set out in Appendices 4 -6).
- 1.3 This Scheme shall be reviewed by the Directors periodically, and in the context of such a review, the Directors shall have regard to any new legislation or guidance affecting the provisions of these documents and shall consult with and have regards to the views of the Diocesan Board of Education (**DBE**) in relation to all matters affecting Church of England Academies (within the meaning ascribed to that expression in paragraph 2.2).
- 1.4 Subject to paragraph **Error! Reference source not found.**, this Scheme may be altered, added to or repealed by a majority resolution of the Directors or by the Members of the Academy Trust in a general meeting.
- 1.5 A copy of this Scheme shall be available to the Members of the Academy Trust, every Director, each Local Governor, the Executive Headteacher and CEO, the Headteachers, the Finance Manager, the Company Secretary, the Responsible Officer (if appointed) now and in the future on appointment and the DBE.

2 The Academy Trust

- 2.1 The Academy Trust is responsible for all schools that join the Academy Trust (**Academies**).
- 2.2 Where an Academy is designated with a Church of England religious character (referred to as a **Church of England Academy**), it shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice issued by the DBE.
- 2.3 The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each Academy under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (**Funding Agreement**).
- 2.4 The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the DfE academies financial handbook (the **Handbook**).
- 2.5 There are a number of key roles involved in the running of any multi-academy trust which include:

- 2.5.1 the Members;
- 2.5.2 the Directors;
- 2.5.3 LGBs: each Academy has an LGB formed by the Directors as a committee of the Trust Board. The members of the LGBs are called **Local Governors**;
- 2.5.4 the Executive Headteacher and CEO; and
- 2.5.5 the Headteachers or Principals, being the Headteachers or Principals of the Academies who have responsibility for the day to day running of their Academy.

3 **Members**

3.1 **The role of the Members**

- 3.1.1 In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights, including the right to remove Directors, the right to amend the Articles and the right to receive the annual accounts. They also have the right to appoint a proportion of the Directors under the Articles.
- 3.1.2 The Members are required to provide a guarantee that if the Academy Trust were to be wound up and the assets did not meet all of its liabilities, they would be asked to contribute £10.
- 3.1.3 The Members are required to meet once a year at the annual general meeting (**AGM**).

3.2 **The appointment of the Members**

- 3.2.1 There are 4 members. Members are appointed in accordance with Articles 12 to 18 of the Articles which provided the following composition of the Membership:
 - (a) Foundation Members comprising:
 - (i) DSET acting corporately by hand of its Director;
 - (ii) any further person appointed by DSET to represent the interests of the Church of England provided that the number of Foundation Members does not exceed 50% of the total Members;
 - (b) the chairman of the Directors;
 - (c) the chairman of trustees of the Lush Trust, formerly called the Shaftesbury School Foundation;
 - (d) any person appointed by a special resolution of the Members with the prior written consent of the Diocesan Board of Education; and
 - (e) any person appointed by the Members as a replacement Member to ensure that the number of Foundation Members shall not exceed 50% of the total number of Members.
- 3.2.2 On appointment, all Members shall complete a consent to be a member form (attached at Part 1 of Appendix 1) or sign the register of Members and Foundation Members shall sign the declaration (attached at Part 2 of Appendix 1) and complete any other forms required by DBE.

3.2.3 The Company Secretary shall update the register of Members as appropriate. Companies House does not need to be notified.

4 **Directors**

4.1 **Capacity of Directors**

4.1.1 Each Director is:

- (a) a director of the Academy Trust. The Directors are responsible for the governance and supervision of the Academy Trust and its committees (including LGBs) and executives (including the Executive Headteacher and CEO) and
- (b) a charity trustee with responsibility for protection of the assets of the Academy Trust.

4.1.2 In simple terms, the Directors manage the affairs of the Academy Trust and are responsible for the day to day running of it.

4.2 **The appointment of Directors**

4.2.1 The Directors must be appointed in accordance with Articles 45 to 58 of the Articles.

4.2.2 On appointment, all Directors will be required to:

- (a) complete a Director declaration (attached at Part 1 of Appendix 2);
- (b) complete an AP01 form for submission by the Company Secretary to Companies House (either in paper form or electronically).

4.2.3 On appointment, Foundation Directors will be required to complete a declaration (attached at Part 2 of Appendix 2) and complete any other forms required by DBE.

4.2.4 The Company Secretary will update the register of Directors in the statutory books.

4.3 **Composition of the Board of Directors**

4.3.1 The Articles require there to be maximum of twelve Directors.

4.3.2 The constitution of the Board of Directors is set out in the Articles. The Board of Directors is constituted as follows:

- (a) up to 5 Directors, appointed by the Members after consulting with and having regard to the views of the DBE;
- (b) up to 6 Foundation Directors appointed by DSET provided that the total number of Directors appointed by DSET would not thereby exceed 50% of the total number of Directors;
- (c) the Executive Headteacher or CEO

4.3.3 The proportion of Directors who are employed by the Academy Trust, including the Executive Headteacher, must not exceed one-third of the total number of Directors.

4.3.4 In accordance with the Articles, the Directors shall elect a Chairman and Vice-Chairman from among their number each academic year.

4.4 Meetings of Directors

4.4.1 The Directors shall hold at least three meetings in every school year and the dates will normally be published at the beginning of each academic year.

4.4.2 All meetings of the Directors shall be convened and conducted as provided by the Articles of the Academy Trust.

4.4.3 During the academic year the Directors shall, in respect of the Academies and the Academy Trust, cover the following:

- (a) a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
- (b) whether adequate financial monitoring of budgets and activities is being undertaken;
- (c) progress on any action identified to improve financial arrangements;
- (d) a report on the educational standards and management of the Academies;
- (e) significant contracts proposed to be entered into;
- (f) health and safety and key risks update including details of any significant matters affecting:
 - (i) staff
 - (ii) pupils' welfare or education; and
 - (iii) assets.

4.4.4 In consultation with the Chairman, the Company Secretary shall prepare an annual programme for the meetings of the Directors.

4.5 Accountability of Directors

4.5.1 The Directors are chiefly accountable to:

- (a) the beneficiaries of the Academy Trust (primarily the students at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the students;
- (b) the DfE, the Education and Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- (c) the Secretary of State (in his role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- (d) the DBE in relation to the religious character of any Church of England Academy under the provisions of the Diocesan Boards of Education Measure 1991;

- (e) the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- (f) other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

4.6 Powers, functions and responsibilities of Directors

4.6.1 The business of the Academy Trust shall be managed by the Directors, fulfilling a largely strategic role, who may exercise all of the powers of the Academy Trust, as set out in the Articles.

4.6.2 As directors of the company and charity trustees, the Directors have a number of duties as responsibilities towards the management of the Academy Trust and its finances. In summary, the Directors are responsible for:

- (a) the carrying on of the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles and safeguarding the assets of the Academy Trust;
- (b) the running of the Academies and for directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles and the Funding Agreements (including the Handbook);
- (c) ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- (d) financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
- (e) setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- (f) risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- (g) ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

4.6.3 The Directors are required to:

- (a) act together and in person and not delegate responsibility of the Academy Trust to others;
- (b) act strictly in accordance with the Academy Trust's Articles;
- (c) act in the Academy Trust's interests only and without regard to their own private interests;
- (d) manage the Academy Trust's affairs prudently;

- (e) not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- (f) take proper professional advice on matters on which they are not themselves competent.

4.6.4 The Directors should also hold the Executive Headteacher / CEO, and the Chief Finance Officer accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

4.6.5 The Directors shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

4.6.6 The duties and responsibilities of the Directors as charity trustees are explained in further detail in *The essential trustee: what you need to know (CC3)* (Charity Commission, March 2012).

4.6.7 The Directors shall have regard to the **Handbook**, which shall be circulated to all Directors.

4.7 Delegation of powers of Directors

4.7.1 The Directors may delegate such of their powers or functions that they can legally delegate and which they consider would be desirable to delegate.

4.7.2 The Directors must not delegate any of their powers listed in Appendix 3 (**Reserved Matters**).

4.7.3 Delegation can be made to:

- (a) Academy Trust committees (committees with functions related to the Academy Trust) including an Audit Committee and a Finance Committee;
- (b) the LGBs;
- (c) the Executive Headteacher;
- (d) the Finance Director;
- (e) the Clerk to the Board of Directors and the Company Secretary; and
- (f) the Headteachers.

4.7.4 However, every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

4.8 Risk management

4.8.1 The charities statement of recommended practice (SORP 2005, as revised 2008) (the statement of accounting practice which charities must comply with) and the Charities (Accounts and Reports) Regulations 2008 (SI 2008/629) require the Directors to make a statement in their annual report that confirms the major risks to

which the Academy Trust is exposed (as identified by the Directors) have been reviewed and that systems have been established to mitigate those risks.

4.8.2 The Directors are therefore responsible for:

- (a) identifying the major risks that apply to the Academy Trust, including:
 - (i) operational risks (employment issues, health and safety, fraud, service quality and development etc);
 - (ii) financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc);
 - (iii) external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc); and
 - (iv) regulatory risks (compliance with legislation, changes in policies of the regulators etc).
- (b) making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- (c) making appropriate statements regarding the management of risks in the annual report.

4.8.3 The Board of Directors shall ensure that the following are prepared for the approval of the Directors:

- (a) a risk register;
- (b) a contingency and business continuity plan;
- (c) a fraud policy;
- (d) a whistleblower policy, for approval by the Directors.

4.8.4 The Audit Committee shall prepare a risk register for approval by the Board of Directors.

4.9 **The management of conflicts of interest**

4.9.1 All Directors are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- (a) all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation; and
- (b) interests of related persons such as parents, spouses, children, personal and business partners where influence could be exerted by that person over a Director or member of staff.

4.9.2 The Company Secretary shall be responsible for maintaining a register of business interests including nil returns.

- 4.9.3 Each meeting of the Directors shall include a standing agenda item for those attending to declare any changes to their declarations of interest.
- 4.9.4 No Director shall receive any payment for their work as a Director, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the Finance Director.

5 The Company Secretary and the Clerk

- 5.1 The Company Secretary is appointed and removed by the Directors.
- 5.2 If appointed, the Company Secretary is the chief administrator with respect to the Academy Trust's administration affairs. If a Company Secretary is not appointed, then the Clerk to the Board of Directors is the chief administrator with respect to the Academy Trust's administration and affairs.
- 5.3 The Directors shall also appoint a Clerk (who may or may not also be the Company Secretary). The Clerk shall not be a Director or a Headteacher of an Academy. However, if the Clerk fails to attend a meeting of the Directors, the Directors may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

6 Committees

- 6.1 The Directors may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Directors under terms of reference.
- 6.2 Each committee shall be chaired by a Director.
- 6.3 Membership of a committee may include persons who are not Directors provided that (with the exception of the LGBs, which are referred to in paragraph 7 below) a majority of the members of the committee is Director.
- 6.4 Except in the case of an LGB, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
- 6.5 The Directors shall ensure that they receive adequate feedback on the work of any committees.
- 6.6 Committees will act in an advisory capacity to the Directors, except where powers have been specifically delegated to them by the Directors. The specific committees (as a minimum) to be appointed are as follows:
 - 6.6.1 the Finance Committee (referred to as the Resource Management Committee); and
 - 6.6.2 the Audit Committee
 - 6.6.3 the Standards committee
- 6.7 The terms of reference of each committee of the Directors must be approved by the full Board of Directors and reviewed at least once in every twelve months. They provide the sole agreed framework within which each committee operates.

7 Local governing bodies

- 7.1 The Funding Agreement requires the board of Directors to establish an LGB (also referred to as an advisory body) in respect of each Academy to provide advice to the Directors on the functioning of that Academy.
- 7.2 Under the terms of the Funding Agreement, membership of an LGB must include a minimum of two elected parents of a pupil at the Academy.
- 7.3 Any LGB constituted in respect of any Church of England Academy which was formerly a VC school shall have a minimum of 25% of its members appointed by DSET and all its members shall sign an undertaking to DSET to uphold the designated religious character of the Church of England Academy.
- 7.4 Any LGB constituted in respect of any Church of England Academy which was formerly a VA school shall have a minimum of 50% of its members appointed by DSET and all its members shall sign an undertaking to DSET to uphold the designated religious character of the Church of England Academy.
- 7.5 The LGB is made up of individuals who may not also be Directors.
- 7.6 The LGBs are committees of the main Board of Directors, which operate under terms of reference. These terms of reference confirm the composition of the LGB and what powers the Directors have delegated to the LGB. The terms of reference must be reviewed by the Directors at least once in every twelve months, but the terms of reference for any LGB constituted in respect of any Church of England Academy shall not be altered without the prior written agreement of the DBE.
- 7.7 The terms of reference which apply to an LGB are dependent on the religious character of the Academy and on the status of the predecessor school and are set out Appendix 4. Scheme.

8 The Executive Headteacher and CEO

- 8.1 The Directors may appoint a chief executive officer (who will also be known as the 'Executive Headteacher'). In making such an appointment, the Directors shall consult the Diocesan Director of Education and shall have regard to the Objects of the Academy Trust and may appoint an Executive Headteacher having regard to that person's ability and fitness to uphold the Object.
- 8.2 The role of the Executive Headteacher / CEO is to provide professional leadership, strategic management and direction for the Academy Trust and its Academies. The Executive Headteacher may also be a Headteacher of one of the Academies.
- 8.3 The Executive Headteacher is an ex-officio Director.
- 8.4 The Executive Headteacher will report to the Directors and shall comply with any reasonable direction by the Board of Directors when acting on the Academy Trust's behalf.
- 8.5 Broadly, the Executive Headteacher is responsible for:
- 8.5.1 the internal organisation, management and control of each of the Academies;
 - 8.5.2 advising on and implementing the Academy Trust's strategic framework; and
 - 8.5.3 the implementation of all policies approved by the Directors.

- 8.6 The Executive Headteacher shall have the authority to direct the Headteachers in relation to operational and educational standards matters, particularly with regard to improving educational standards and matters which could adversely affect the financial or reputational position of the Academy Trust.
- 8.7 The CEO will formulate aims, objectives, policies and targets for the Directors to consider, and will report to the Academy Trust on progress at each meeting.
- 8.8 The CEO is responsible for preparing a policy for the curriculum and for reviewing the policy every school year; this will be done in consultation with the respective Headteachers.
- 8.9 The Directors may delegate such specific powers as they consider are required by the Executive Headteacher for the carrying out of the above responsibilities.

9 **The Accounting Officer**

- 9.1 The CEO shall have the role of Accounting Officer as set out in the Handbook.
- 9.2 The Accounting Officer is personally responsible to the Directors for ensuring:
 - 9.2.1 regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
 - 9.2.2 prudent and economical administration, which is concerned with securing value for money;
 - 9.2.3 avoidance of waste and extravagance;
 - 9.2.4 efficient and effective use of available resources; and
 - 9.2.5 the day to day organisation, staffing and management of the Academy.
- 9.3 Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Board of Directors (or the LGB) or the Chairman is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Directors or of any other rules governing the conduct of the Directors), or would not represent prudent or economic administration, or the efficient or effective discharge of the Directors' functions.
- 9.4 The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Academy Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually.
- 9.5 The Accounting Officer may delegate or appoint others, such as the Finance Director, to assist in carrying out these responsibilities.

10 **Finance Director**

- 10.1 The Directors shall appoint a Finance Director, in consultation with the Executive Headteacher, who shall be the Chief Finance Officer for the purposes of the Handbook.
- 10.2 In accordance with the Handbook, the Finance Director is responsible to the Directors and to the Executive Headteacher for, along with a wider remit, the following responsibilities:

- 10.2.1 the day to day management of financial issues;
 - 10.2.2 the preparation and management of the Academy Trust's budget;
 - 10.2.3 the maintenance of effective systems of internal control;
 - 10.2.4 liaison with auditors and ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.
- 10.3 The Finance Director is responsible for guiding the Directors on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.
- 10.4 The Finance Director shall report to the Directors at least termly and shall be invited to attend meetings of the Audit Committee and the Finance Committee.

11 Financial regulations manual

- 11.1 The financial regulations manual (**Finance Manual**), which shall be prepared by the Finance Director, shall be adopted by the Directors, normally on the recommendation of the Finance Committee and the Audit Committee.
- 11.2 The purpose of the Finance Manual is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.
- 11.3 The Finance Manual shall include:
- 11.3.1 finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
 - 11.3.2 appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
 - 11.3.3 a competitive tendering policy for larger purchases in accordance with the Handbook; and
 - 11.3.4 a capitalisation limit for assets.
- 11.4 The Finance Director shall be responsible for preparing a policy for the disposal of assets for approval by the Directors with a view to ensuring the best possible value is obtained from any disposal.

12 Budget approval

- 12.1 The Directors shall be presented with a balanced budget for the year to 31 August for submission to the Education Skills Funding Agency (**ESFA**) by 30 June or within six weeks of receipt of the final funding letter provided that the Directors may amend the dates and periods in this paragraph as necessary to comply with any changes to EFA's requirements regarding submission deadlines, and shall provide an amended copy of this Scheme to the persons referred to in paragraph 1.6, including the DBE.
- 12.2 The Finance Director shall be responsible for:

- 12.2.1 establishing a written procedure and timetable for setting a budget in advance of each academic year;
 - 12.2.2 setting the annual budget (including the assumptions on which it is based) for approval by the Directors and for monitoring progress against it during the year;
 - 12.2.3 ensuring that all significant in year amendments to budgets are properly notified to the Directors for approval. The Finance Committee and shall determine the appropriate thresholds and procedures for this;
 - 12.2.4 reporting to the Directors on the accuracy of the assumptions which have been used; and
 - 12.2.5 reporting to the Directors on the key financial performance indicators included in the budget.
- 12.3 The Directors shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.
- 12.4 The Directors shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.
- 13 The Headteachers or Principals**
- 13.1 Subject to paragraphs 13.2 and 13.3, the Directors shall appoint the Headteachers or Principals, in consultation with the Executive Headteacher.
- 13.2 In relation to the appointment of a Headteacher of a VC Church of England Academy:
- 13.2.1 the Directors shall make such appointment only having first consulted with the Diocesan Director of Education and may make use of any relevant powers to appoint a Reserved Teacher (please see paragraph 14.4 below);
 - 13.2.2 the Directors shall determine at the time of the appointment of each Headteacher whether that Headteacher is to be a Reserved Teacher having first consulted with the Diocesan Director of Education; and
 - 13.2.3 even if the proposed Headteacher is not to be a Reserved Teacher, regard may be had to his or her ability to preserve the religious character of the Academy.
- 13.3 In relation to the appointment of a Headteacher of a VA Church of England Academy, the Directors shall make such appointment:
- 13.3.1 only after having first consulted with the Diocesan Director of Education; and
 - 13.3.2 in accordance with paragraph 14.7 below.
- 13.4 The Headteachers are responsible to the Executive Headteacher for:
- 13.4.1 the internal organisation, management and control of his or her respective Academy,
 - 13.4.2 the implementation of all policies approved by the Directors that relate to his or her respective Academy;

- 13.4.3 the direction of the teaching and implementation of the curriculum at his or her respective Academy; and
- 13.4.4 in the case of a Church of England Academy, upholding the religious character and ethos of the Academy.
- 13.5 The Directors may delegate such additional powers and functions as they consider are required by each of the Headteachers to enable them to carry out the above responsibilities.
- 14 Staff appointments and performance management**
- 14.1 Subject to paragraphs 8, 10 and 13, the senior leadership team at each Academy shall be appointed by the Executive Headteacher.
- 14.2 Subject to paragraphs 14.4 to 14.7, the teaching staff at each Academy shall be appointed by the respective Headteacher and shall be subject to the approval of the Executive Headteacher.
- 14.3 The support staff at the Academies shall be appointed by the CEO, who may delegate such appointment to appropriate staff.
- 14.4 In the case of a former VC Church of England Academy, at least two but not more than one fifth of the teaching staff may be Reserved Teachers being a teacher which is
- 14.4.1 selected for their fitness and competence to give religious education in accordance with the tenets of the Church of England; and
- 14.4.2 are specifically appointed to do so.
- 14.5 Preference may be given, in connection with the appointment, promotion or remuneration of Reserved Teachers at a VC Church of England Academy, to teachers whose religious opinions are in accordance with the tenets of Church of England or who attend religious worship in accordance with those tenets, or who give, or are willing to give, religious education at the Academy in accordance with those tenets.
- 14.6 No person shall be disqualified by reason of his religious opinions, or of his attending or omitting to attend religious worship, from being employed or engaged for the purposes of a VC Church of England Academy otherwise than as a teacher.
- 14.7 In the case of a VA Church of England Academy:
- 14.7.1 preference in appointment, remuneration or promotion of teaching staff may be given to those whose religious opinions are in accordance with the tenets of the Church of England, or who attend religious worship or give religious education in accordance with those tenets; but
- 14.7.2 the Directors will have regard to their power to declare a Genuine Occupational Requirement for non-teaching appointments where they believe this to be justified; and
- 14.8 The Academy Trust is responsible for establishing a written performance management / appraisal policy to govern implementation of teacher and support staff performance management following consultation with staff.

15 Interpretation

- 15.1 Words and expressions defined in Article 1 of the Articles shall have the same meaning in this Scheme unless the context requires otherwise.
- 15.2 No provision of this Scheme may be inconsistent with or shall repeal anything contained in the Memorandum or Articles of the Academy Trust.
- 15.3 The Memorandum and Articles of the Academy Trust and any lawful amendment of them shall take precedence in the event of an inconsistency with this Scheme.
- 15.4 Any reference to a statute includes an amendment or re-enactment of that statute or regulations made under it.
- 15.5 Words in the masculine include the feminine genders and vice versa; words in the singular include the plural and vice versa; Headings are for ease of reading and do not form part of the Scheme.

16 Date of next review

- 16.1 This Scheme shall be reviewed by the Directors annually in accordance with paragraph 1.3.

Appendix 1 Part 1 Consent to be a member

Southern Academy Trust (Company)

I hereby consent to being a Member of the Company.

As a Member of the Company, I hereby undertake to contribute to:

- 1 the assets of the Company in the event of it being wound up whilst I am a Member or within one year after I cease to be a Member;
- 2 payment of the debts and liabilities of the Company contracted before I cease to be a Member and of the costs, charges and expenses of winding up; and
- 3 the adjustment of the rights of the contributories among themselves, such amount as may be required;

provided that such amount does not exceed £10.

Signed

Full name

Address

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records.

Southern Academy Trust: a company limited by guarantee

Company registration number: 09040388

Registered office: Shaftesbury School, Shaftesbury, Dorset, SP7 8ER

Part 2 Declaration by Foundation Members

To: The Salisbury Diocesan Board of Education

I hereby declare that I am committed to education in a Christian context and am willing to uphold and promote in all **Church of England Academies** that join the **Academy Trust** the distinctive Christian foundation of their respective predecessor schools. I undertake to represent the interests of the Church of England when acting in my capacity as a Member of the **Academy Trust**.

Signed:

Date:

Print name:

Appendix 2 Part 1 Director declaration

Shaftesbury Academy Trust (Company)

I confirm that I am willing to act as a director and a trustee of the Company (**Director**). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Company, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed

Full name

Address

.....

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records.

Shaftesbury Academy Trust: a company limited by guarantee

Company registration number: 09040388

Registered office: Shaftesbury School, Shaftesbury, Dorset, SP7 8ER

Part 2 Declaration by Foundation Directors

To: The Salisbury Diocesan Board of Education

I hereby declare that I am committed to education in a Christian context and am willing to uphold and promote in all **Church of England Academies** that join the **Academy Trust** the distinctive Christian foundation of their respective predecessor schools. I undertake to take an active part in developing links between such **Church of England Academies** and their respective local parishes and the Church of England Diocese in which the Academies are situated.

Signed: Date:

Print name:

Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity trustees or trustees of a charity

(1) A person (“P”) is disqualified from being a charity trustee or trustee for a charity in the following cases—

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- a) P has not been discharged, or
- b) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity trustee or trustee for a charity by an order made—

- a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- b) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to—

- a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

Appendix 3 Reserved matters

The Reserved Matters are:

- 1 to change the name of the Academies or the Academy Trust;
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent in any event);
- 3 to determine the educational character, mission or ethos of the Academies;
- 4 to change the structure of the Board of Directors or the constitution and terms of reference of any committee of the Board of Directors;
- 5 to alter or amend the Articles or this Scheme;
- 6 to pass a resolution to wind up an Academy or the Academy Trust;
- 7 to establish a trading company;
- 8 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest;
- 9 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 10 to appoint auditors and investment advisers;
- 11 to sign off the annual accounts;
- 12 to appoint or dismiss the Finance Director, the Executive Headteacher, the Headteachers, the Company Secretary or the Clerk to the Directors;
- 13 to settle the division of executive responsibilities between the Directors on the one hand and Executive Headteacher, the Headteachers and the Finance Director on the other hand, and to settle the division of executive responsibilities between those individuals;
- 14 to do any other act which the Funding Agreement expressly reserves to the Board of Directors or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof);
- 15 to do any other act which the Articles expressly reserve to the Board of Directors or to another body; or
- 16 to do any other act which the Board of Directors determine to be a Reserved Matter from time to time.

Appendix 4 Scheme of delegation for Local Governing Bodies

Role, function and composition of “Local Governing Bodies”

The Local Governing Body (LGB) is an advisory committee of the Southern Academy Trust board (SAT). The local governing body is delegated the functions below and acts as the eyes and ears of the board on the functions of the executive side of school leadership. Local Governors have a non-executive function and are in post to provide oversight of the work of the leadership in the school. Local Governors and LGBs do not have a decision making power delegated to them, their role is to provide scrutiny and advise on the operation of the school. Local Governors do not make judgements on the effectiveness or quality of any one teacher, rather they are scrutinising the mechanisms and validity of the judgements made by senior leaders in the school about the school.

In the model of governance LGBs focus on:

- Ethos of the School; both in terms of the Christian distinctiveness of the school and the climate for learning in the school.
- Standards; in terms of the quality of provision of teaching and learning in the school and the outcomes for children.

Other committees and functions of the Trust provide for other aspects of day to day operation of the Trust.

In terms of commitment to the school:

Each governor should be prepared to attend every meeting of the full LGB. In addition, they will be part of one of the sub groups of the LGB (which are termed “portfolio holders”). Local governors would be expected to visit the school on no less than 6 occasions, outside meetings, during each academic year to ensure they are able to fulfil their scrutiny role.

The Chair and Vice Chair of the LGB have an additional role which is to act as advocates for the school in its work with the SAT board and the CEO. This is an additional role beyond the specific role of chairing meetings of the LGB.

The specific delegated responsibilities are listed below with their sphere of operation of the LGB.

LGB Specific Delegated functions

AREA OF SCRUTINY	LGB ACTION	QUESTIONS TO ASK
ADMISSIONS	Monitoring the number of students on roll	Is the roll increasing or decreasing and why? Are there reputational issues to manage?
ASSESSMENT POLICY	Monitoring effectiveness of local procedures	What does the school do to assess children? What are the outcomes of this assessment? How can we be sure our assessment matches that of other schools across the country, not just this county.
ATTENDANCE OF STUDENTS	Monitoring the attendance of the whole school, groups and cohorts	Are there any trends in attendance. Does the attendance of the school meet the Trust target of 97.5% and above. If not, how do we promote better attendance?
BEHAVIOUR	Monitoring the impact of the work of the school leadership in managing behaviour	What does the data on behaviour tell us. Are numbers of exclusions going up or down, what is the school doing about this? What is the climate for learning like? Are children actively engaged in learning or passive?
COLLECTIVE WORSHIP AND SIAMS AND CHRISTIAN ETHOS	Monitoring and contributing to the effectiveness of the provision and outcomes for children	The SIAMS framework contains a whole host of lenses to view the school through. In outline you should ask how the Christian distinctiveness of the school is supporting every learner.
EDUCATIONAL OUTCOMES	Monitoring the standards of achievement and progress of the whole school, groups and cohorts of children	What are the outcomes for children in statutory tests / examinations. What progress has been made by children historically? Are there trends or patterns in the data? What is the school doing about potential under performance? How is the school sharing its strengths across the trust? How do groups of children such as SEND, disadvantaged, high middle and low prior attainers perform in relation to these children nationally. Do not compare this school with other Dorset schools – compare with the national picture.
EYFS POLICY	Setting the policy framework within which EYFS provision is delivered and monitoring its outcomes	How does the school deliver its Early Years provision and what is unique or best practice about what we do?
HOME SCHOOL AGREEMENT	Ensuring a HSA is in place and effectively reflects the ethos of	Does the home school agreement reflect the ethos of the school? Does

	the school	everyone engage with it and does it make an impact?
PUPIL PREMIUM / SPORT PREMIUM EXPENDITURE	Monitoring the effectiveness of the expenditure of pupil premium funds on outcomes for children	How do children who receive a pupil premium perform? What is the provision we are paying for? What can we do to improve the outcomes of these children to ensure they attain the same results as other children nationally (not just make progress in line with their starting points). Can we identify a clear link between expenditure and outcomes? Is our sports premium spending generating a long lasting improvement?
PUPIL WELFARE	Monitoring the provision for student support, in particular mental health	What are the provisions to support pupil welfare. How do we know these are being effective? What can we do to improve what we do?
QUALITY OF TEACHING	Monitoring the QA work done by the school leadership to support a collective judgement on the quality of teaching in the school	What is the quality of teaching across the school in terms of the ofsted framework? What mechanisms is the school using to validate this judgement? What are the leaders doing to improve the quality of teaching?
SAFEGUARDING	Ensuring the school complies with school and local policy on safeguarding children.	Does the school understand the Trust policy, collectively and at an individual staff level. Have all staff and governors received training?
SCHOOL ETHOS	Working with the school leaders to set the school ethos (within the SAT vision) and monitoring its impact over time.	Has the school reviewed its ethos, vision and values in the last 5 years? Do the statements in this still hold true? What difference do these make to children in our care? What evidence do we have to support the effectiveness of the school ethos?
SEN PROVISION	Monitoring the impact of the provision for SEN children in terms of outcomes for this group (specifically not for individual children)	How does the school deploy resources to support SEN children? What are the outcomes for this group? Is the resource having an impact?
SEN REPORTING	Ensuring an annual report is written and circulated to parents once approved by the Trust board.	Have we written our annual report to parents and sent this to the board by the end of November?
SEX EDUCATION	Determining local policy and monitoring its application, taking due regard to the advice	In the context of the ethos of the school what provision is made for teaching children about sex and

	of healthcare professionals and school leaders.	relationships? Does this meet statutory and local regulations and guidelines?
COMPLAINTS	Dealing with complaints delegated to the governing body by the complaints coordinator in line with the SAT policy.	The policy allows for informal complaint management by Principals and Headteachers. Chairs of governors may support them in this role, but this does not apply in exclusion cases where separate policy applies. The complaints process is managed by the complaints coordinator in line with the trust policy. Monitoring of complaint frequency and outcomes is done centrally.
EQUALITY DUTY	Monitoring the impact of the Trust equality objectives at a school level	What are the Trust equality objectives and what progress is our school making in meeting the obligations under these? Are there areas where we need to advise the board we need additional help or support?
APPOINTING PRINCIPALS AND SENIOR STAFF	Providing local governors to be a consultative group when the board is appointing Principals.	Governors should not normally be involved in the appointment of non-leadership staff. As an advisory committee of the board they are called upon to be involved in Principal appointments where they act in an advisor capacity.
PERFORMANCE MANAGEMENT OF PRINCIPALS AND HEADTEACHERS	The chair and vice chair should be available to consult with the CEO during the performance management process	Targets will be set for the Principals in line with the school improvement plan. Governors have a consultative role.
PERFORMANCE MANAGEMENT (APPRAISAL) OF TEACHERS	Ensure Trust policy is followed in appraising staff	Check that the Principal or Headteacher has followed the policy. Governors are not part of the process of appraisal.
STAFF TRAINING AND DEVELOPMENT	Ensure that staff are engaged in a CPD which is contributing to outcomes for children and the staff	Ask what CPD is being done for staff. Ask how the outcomes of this are improving work in the classroom.
STAFF WELFARE	Monitor the effectiveness of the arrangements in the Trust for staff welfare	How is the school supporting the work of the Trust in improving the wellbeing of staff. Are there particular pressure points unique to this school?
WHISTLEBLOWING	Ensure that all governors are aware of the procedure for whistleblowing	The CEO should be contacted if there are concerns about the operation of the school or LGB.

HEALTH AND SAFETY MONITORING	Ensure that the school is following wider trust policy in respect of health and safety arrangements to keep children safe	Do governors perceive any hazards or issues when they visit. If so these need to be reported formally.
-------------------------------------	---	--

Governance Framework of the Trust

Former VA school model

Each school shall have a governing body with the following representative groups

Category	Number	Appointed by
Parent governors	2	Election
Staff governors	1	Election
Foundation governors	3	SDBE member

Former VC school model

Each school shall have a governing body with the following representative groups

Category	Governors	Appointed by
Board appointments	3	Whole board
Parent governors	2	Election
Staff governors	1	Election
Foundation governors	2	SDBE member

Portfolio holders

The chair of each LGB will appoint governors to the roles listed below

Category	Governors	Liaise with
Ethos portfolio	Up to 3 governors	Principal
Standards portfolio	Up to 3 governors	Principal
Safeguarding advocate	1 governor	Safeguarding team
Advocate for LAC/SEND/Disadvantaged	1 governors	SENCo & teacher for disadvantaged and LAC

The staff governor may not be an advocate or sit on standards portfolio. No governor may hold more than one portfolio and one advocate role.

Portfolio holders will meet 3 times per academic year and provide a report to the board member with the same portfolio for each of 3 board meetings.

Principals and Headteachers are not governors. This is to comply with the requirement for election in the articles of association and to strengthen the holding to account by the LGB. They are required to attend meetings as a contractual matter.