

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

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**Shaftesbury Academy Trust**

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## 1 Introduction

- 1.1 This Scheme of Governance, Management and Delegation (**Scheme**) has been made by the Directors (**Directors**) of Shaftesbury 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 annually, 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.
- 1.4 Subject to paragraph 1.5, this Scheme may be altered, added to or repealed by a majority resolution of the Directors or by the Members of the Academy Trust in a general meeting.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 Any alterations to appendices 4 - 6 shall require the prior written consent of the Diocesan Board of Education (**DBE**).
- 1.6 A copy of this Scheme shall be given to the Members of the Academy Trust, every Director, each Local Governor, the Executive Headteacher, the Headteachers, the Finance Manager, the Company Secretary (if appointed), 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 Shaftesbury School and any schools that join the Academy Trust in the future (**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 and following any directives 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 Department for Education's (**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 Directors. The members of the LGBs are called **Local Governors**;

2.5.4 the Executive Headteacher; and

2.5.5 the Headteachers, being the Headteachers 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 Members are appointed in accordance with Articles 12 to 18 of the Articles which provided the following composition of the Membership:

- (a) the signatories to the Memorandum, who include the current chairman of the Directors and the chair of trustees of the Shaftesbury School Foundation;
- (b) Foundation Members comprising:
  - (i) DSET acting corporately by hand of its Director;
  - (ii) Howard Parfitt, who is a signatory to the Memorandum; and
  - (iii) 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;
- (c) the chairman of the Directors;
- (d) the chairman of trustees of the Shaftesbury School Foundation;
- (e) any person appointed by a special resolution of the Members with the prior written consent of the Diocesan Board of Education; and

- (f) 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 Appendix 1) or sign the register of Members.

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 the Headteachers); 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 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 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 a minimum of three Directors and a 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 6 Directors, appointed by the Members after consulting with and having regard to the views of the DBE;
- (b) up to 3 Foundation Directors appointed by DSET provided that the total number of Directors appointed by DSET would not thereby exceed 25% of the total number of Directors;
- (c) the Executive Headteacher; and

- (d) up to 2 Co-opted Directors who may be appointed by those Directors appointed by the Members or DSET provided that the DBE has provided its prior written consent.

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 Each meeting of 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 Clerk to the Board of Directors 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 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, the Finance Director and the Headteachers 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 management policy;
- (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 , together with the Finance Director (referred in paragraph 8 below); along with a procedure by which the risk register shall be subject to regular review and made available to all staff. The risk register shall have named individuals assigned to manage each area.

#### 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 (if one is appointed) 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.

6.7 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 Under the terms of the Articles, any LGB constituted in respect of any Church of England Academy shall have a minimum of 25% (and no fewer than the percentage of foundation governors, including any vacancies, at the predecessor school) of its members appointed by DSET and all its members shall sign an undertaking to DSET to uphold the designated religious character of the Academy.

7.4 The LGB is made up of individuals who may or may not also be Directors.

7.5 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.

7.6 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 Appendices 4 - 6 of this Scheme.

7.7 Where an Academy is not a Church of England Academy, the terms of reference contained at Appendix 4 shall apply and the LGB shall comprise:

7.7.1 up to eight individuals appointed by the Directors;

7.7.2 two elected parents of a pupil at the Academy;

7.7.3 the Headteacher of the Academy; and

7.7.4 one employee of the Academy (to be elected by employees of the Academy).

7.8 For the avoidance of doubt,

7.9 Where an Academy is a Church of England Academy and the predecessor school was a voluntary controlled school (a **VC Church of England Academy**), the terms of reference contained at Appendix 5 shall apply and the LGB shall comprise:

7.9.1 three **Foundation Local Governors** appointed by DSET or such higher number as shall reflect the proportion of foundation governors in the predecessor school;

7.9.2 two elected parents of a pupil at the Academy (**Parent Local Governors**);

7.9.3 the Headteacher of the Academy;

- 7.9.4 one employee of the Academy (to be elected by employees of the Academy) (**Staff Local Governor**); and
- 7.9.5 the balance of the LGB to be made up of further Local Governors, appointed by the Directors.
- 7.10 Where an Academy is a Church of England Academy and the predecessor school was a voluntary aided school (a **VA Church of England Academy**), the terms of reference contained at Appendix 6 shall apply and the LGB shall comprise:
  - 7.10.1 three **Foundation Local Governors** appointed by DSET or such higher number as shall reflect the proportion of foundation governors in the predecessor school;
  - 7.10.2 two elected parents of a pupil at the Academy (**Parent Local Governors**);
  - 7.10.3 the Headteacher of the Academy;
  - 7.10.4 one employee of the Academy (to be elected by employees of the Academy) (**Staff Local Governor**); and
  - 7.10.5 the balance of the LGB to be made up of further Local Governors, appointed by the Directors.

## 8 The Executive Headteacher

- 8.1 The Directors may appoint a chief executive officer (who will 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 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 Executive Headteacher 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 Executive Headteacher 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 Executive Headteacher 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 Principal 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 Funding Agency by 30 June or within six weeks of receipt of the final funding letter.<sup>1</sup>

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;

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<sup>1</sup> Please note that the Education Funding Agency's deadlines and requirements may change from time to time.

- 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**
- 13.1 Subject to paragraphs 13.2 and 13.3, the Directors shall appoint the Headteachers, 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 paid 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 sections 8, 10 and 13, the senior leadership team at each Academy shall be appointed by the Directors, or by delegated authority to the LGB, in consultation with the Executive Headteacher and the respective Headteacher.

14.2 Subject to sections 14.4 to 14.7, the teaching staff at each Academy shall be appointed by the respective Headteacher and be subject to the approval of the Executive Headteacher.

14.3 The support staff at the Academies shall be appointed by the Finance Director and be subject to the approval of the Executive Headteacher.

14.4 In the case of a VC Church of England Academy, at least two but not more than one fifth of the teaching staff shall 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

14.7.3 the Directors will have regard to the views of the DBE prior to appointing staff (including the Headteacher) to such Academies.

14.8 The Academy Trust is responsible for establishing a written performance management policy to govern implementation of teacher and support staff performance management following consultation with staff. Such consultation may be carried out by the Executive Headteacher and the Headteachers on behalf of the Academy Trust.

14.9 The Academy Trust must review the performance management policy each year.



- 14.10 The Academy Trust must make a copy of the policy available to each Academy, any of the staff, anyone inspecting the Academies' performance management system or to an authorised external adviser.

## **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 Approved version**

- 16.1 This Scheme of governance, management and delegation was approved and adopted by a resolution of the Directors passed at a meeting held on [• 00 month year] and takes effect from the same date.

## **17 Date of next review**

- 17.1 This Scheme shall be reviewed by the Directors annually.

**Appendix 1 Consent to be a member**

**Shaftesbury 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.

**Shaftesbury Academy Trust:** a company limited by guarantee

**Company registration number:** 09040388

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

**Appendix 2 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

## **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.