



Northern Ambition Academies Trust

# GOVERNANCE HANDBOOK

Revised September 2020  
Next review September 2022

## **SUMMARY**

Northern Ambition Academies Trust is a company limited by guarantee registered at Companies House and an exempt charity. The constitution of the company is the Articles of Association, which are recorded at Companies House. All rules, regulations, authorities and powers are subject to the Articles.

The company has contracted with the Secretary of State for Education to run one or more academies under its funding agreement. The charitable object of the Trust is to advance for the public benefit education in the United Kingdom, by establishing, maintaining, managing and developing schools which provide high quality education to students from all backgrounds by offering a broad curriculum and fostering collaboration across the Trust family of schools, other schools and the wider community.

Northern Ambition Academies Trust is the legal entity responsible for the operation and governance of all academies within the Trust. The academies within the Trust are not legal entities in their own right – like maintained schools they do not have a legal personality. This means that all the assets and liabilities of each academy run by the Trust are owned by the Trust, all contracts are held and entered into by the Trust, and all staff at the constituent academies are employed by the Trust. However, each academy has its own identity within the Northern Ambition Academies Trust family and contributes uniquely to the success of the organisation.

## **OUR BELIEFS**

As a Trust:

- We believe that every child, whatever their background or circumstances, should be given the opportunity to flourish, succeed and dream.
- We believe that our schools have a duty to contribute to the improvement of our local communities and wider society.
- We believe that all schools within our Trust, irrespective of their starting points, bring something valuable to contribute to our success and the achievement of our collective goals.
- We believe in the importance of working together in the best interests of the children in our communities.

### **Vision Statement of the Trust:**

Our vision is a world where all children and young people are given the opportunity to thrive, succeed and aspire.

Our mission is for every child to leave our schools equipped with the essential skills they need to contribute effectively to society and to become well-rounded, confident, happy adults.

To do this we believe in the following values and try to keep these at the heart of what we do:

### **Ambition**

- We aim high and don't put limits on ourselves or other people;
- We are relentless in assessing our performance and seeking to continuously improve;
- We make the most of the opportunities offered to us to help us achieve our goals.

### **Bravery**

- We try new things and see mistakes as an opportunity to learn;
- We don't shy away from tough decisions or difficult situations;
- We don't give up if things are hard.

### **Respect**

- We think about the impact of our actions on others in the choices we make;
- We value what makes us different and believe everyone has something to contribute;
- We encourage honest, open debate and listen to constructive feedback about how to make things better.

### **The Operating Principles of the Trust:**

Children are at the centre of what we do. We are an organisation where...

- every pupil will be supported and challenged to reach their potential
- we aim to provide the best possible preparation for our pupils to contribute to society and live fulfilled lives
- we look for the best in everyone and our starting point is that everyone in our organisation wants to learn and to contribute positively to the academy and wider society

## 1. Purpose of this document

This Governance Handbook summarises the legal structure of the Company and sets out the basic internal arrangements for the governance of the Company and the governance of the Academies.

## 2. Responsibility for this document

This Governance Handbook was created by and is maintained by the Directors of the Company. Any Director(s) or staff may be delegated responsibility to lead on the review and propose amendments to this document, but amendments shall be ratified by resolution of the Directors.

## 3. Review of this document

This Governance Handbook shall be reviewed and updated at least annually and whenever the introduction of new legislation or guidance from the Secretary of State for Education or another legal authority requires it.

## 4. Legal and administrative details of the Company

|                   |  |
|-------------------|--|
| Company name      | Northern Ambition Academies Trust                            |
| Company number    | 7556117  |
| Registered office | Airedale Academy, Crewe Road, Airedale, Castleford, WF10 3JU |
| Charitable status | Exempt charity   |

The Company:

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

### Constitution of the Company

The constitution of the Company is the Articles of Association, which are recorded at Companies House. This Governance Handbook and all other rules, regulations, authorities and powers are subject to the Articles.

### Charitable status

Academy Trusts are classified as 'exempt charities'. This means the Company is legally a charity, but does not have to (and cannot) register with the Charity Commission (the regulator of Charities in England and Wales).

### Legal entities

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

## OVERVIEW OF COMPANY GOVERNANCE AND OPERATIONAL STRUCTURE

Northern Ambition Academies Trust is a family of academies with a single shared vision, a single Board of Trustees and a single Scheme of Delegation. Our model of governance is designed to reflect the overall responsibility of the Trust Board, the line management of Headteachers by education professionals, and the value of the local experience and understanding of Academy Councils in assessing the performance of their academy and its interaction with the local community.

The company has three layers of corporate governance which sit alongside two executive layers.

### Corporate governance

- **Members**  
Members are the subscribers to the Memorandum of Association. They are the equivalent of shareholders of the company (although unlike shareholders they do not have rights of ownership of the company, or receive dividends or any other remuneration). Each member undertakes to contribute £10 to the liabilities of the company in the event of it being wound up.
- **Trust Board (sometimes called Board of Directors)**  
Appointed by the members, Trustees are responsible for the effective operation of the Trust and each academy. They have legal duties as company directors and charity trustees, and provide ongoing challenge and support to the executive team.

- **Committees of the Board (including the Risk and Audit, Resources, School Performance Committee and Academy Councils)**

These committees are established by the Trust Board to support and advise the Trustees on the work of the Trust and its academies. The Trust Board determines the remit of each of these committees, their membership and the powers it will delegate to them.

#### **Executive structures**

- **Trust Executive Team**

This group comprises the senior executive officers of the Trust, led by the CEO, and is responsible for the operational management of the Trust and its schools, including monitoring performance and ensuring the Trust's strategy and policies are translated into action across the schools.

- **Academy Leadership Team**

This group is responsible for the day-to-day running of each individual academy within the Trust, within the parameters set out by the Executive Team.

#### **Scheme of Delegation**

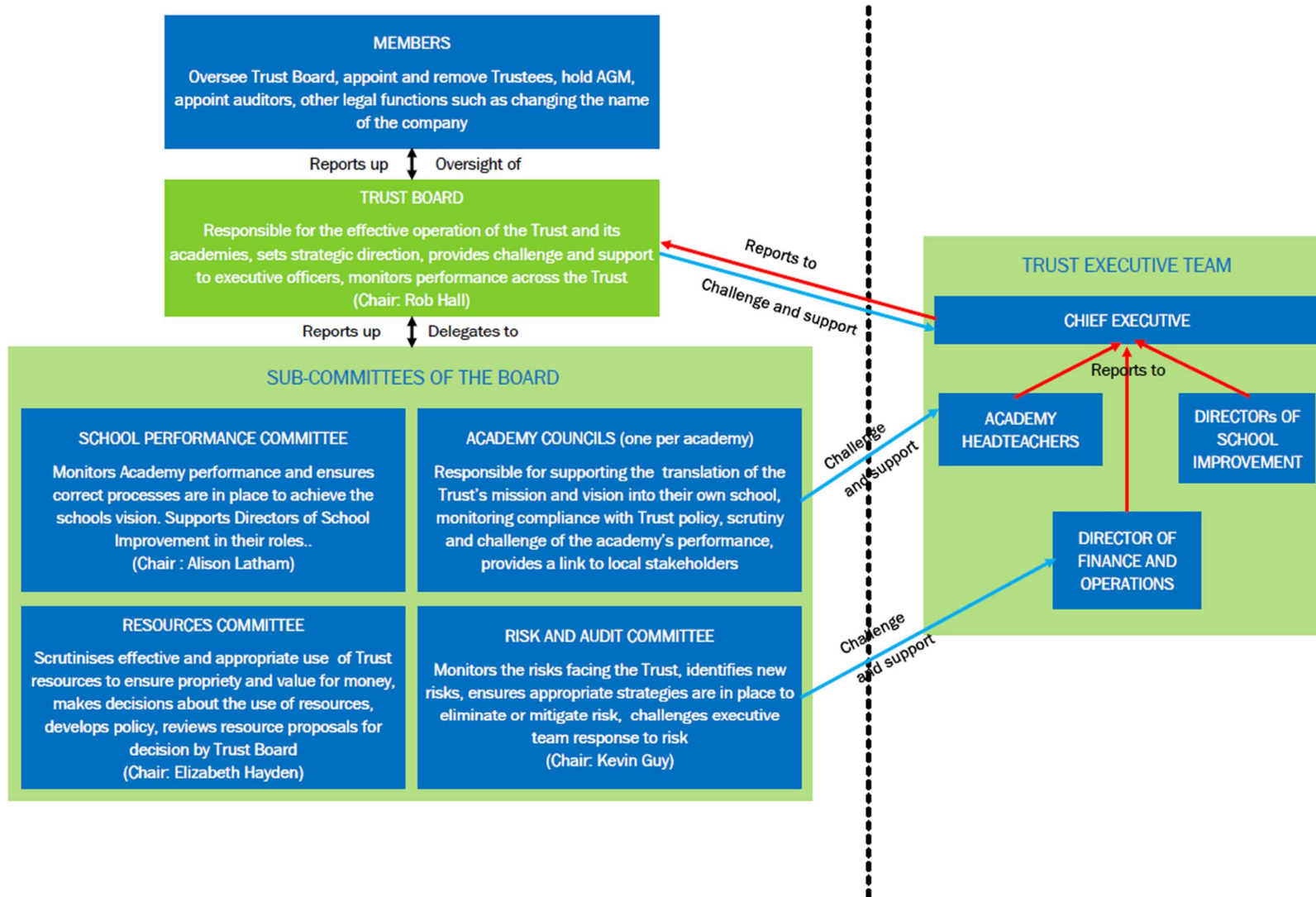
The *Scheme of Delegation* annexed to this Governance Handbook is incorporated into this Governance Handbook.

The Scheme of Delegation sets out the powers the Trust's committees (including Academy Councils) and executive officers may exercise on behalf of the Trustees.

#### **Delegated decision making authorities and responsibilities**

The levels of delegation annexed to this Governance Handbook are incorporated into this Governance Handbook.

# TRUST GOVERNANCE STRUCTURES



## **MEMBERS**

### **Purpose**

Members appoint the Trustees, have a limited role in overseeing the work of the Trust Board and undertake some other legal functions such as being able to change the name of the company or its articles of association.

### **Frequency of meeting**

Members generally meet once per year at the Annual General Meeting. They are also invited to attend a second meeting during the year to enable them to oversee the work of the Trust.

### **Membership**

The membership of the Company is set out in the Trust's Articles of Association. The members consist of:

- the Chair of Trustees unless otherwise disqualified by being a local authority associated person, in which case the Vice Chair of Trustees will be appointed
- any member appointed as such by the Secretary of State for Education
- Four other subscribers, appointed by the other members.

At any one time the number of members must be no less than three and fewer than 20% of the members must be 'Local Authority influenced persons' as defined in the Articles of Association.

At least 50% of the members must not also be Trustees. Over time the Trust will move towards no more than 20% of members also sitting as Trustees.

### **Key responsibilities**

- Establishing the purpose of the company
- Overseeing the achievement of the objectives of the company, acting as the 'conscience' and 'moral guardian' of the company's purpose and values
- Undertaking such legal duties reserved to members as are set out in the relevant legislation, such as changing the name of the company and amending the Articles
- Appointing other members and some of the Trustees
- Overseeing the performance of the Trustees
- Receiving and approving the company's financial accounts and annual report
- Appointing the auditors, based on the recommendation of the Risk and Audit Committee
- Committing to contribute a maximum of £10 to the debts of the company in the event of it being wound up
- Taking part in Annual General Meetings and any other General Meetings

## **TRUST BOARD**

### **Purpose**

The Trust Board is responsible for the effective operation of the Trust and each academy. It sets the strategic direction of the organisation and provides ongoing challenge and support to the Executive Team.

### **Frequency of meeting**

Six times per year plus any extraordinary meetings.

### **Membership**

The operation of the Board is set out in the Trust's Articles of Association. The Board comprises:

- CEO of the Trust
- At least six and up to ten other Trustees nominated by the Members or elected by majority vote of the Trustees, selected for the skills and experience they can bring to the Board

No more than one third of the Trustees can be employed by the Trust.

No more than three members can also be Trustees.

The term of office for a Trustee is four years except for the Chief Executive Officer who is an ex-officio director. Trustees may seek reappointment to the Board at the end of their term of office if they remain eligible and agree.

The following senior officers of the Trust attend Board meetings in an advisory capacity but are not Trustees and have no voting rights:

- Trust Chief Operations Officer/Director of Finance
- Trust Director of School Improvement and Partnerships

### **Quorum**

At least 1/3 of trustees (excluding current vacancies), with a minimum of three

### **Election of Chair and Vice Chair**

Elected annually by the Trustees. Trustees employed by the Trust are not eligible for nomination as Chair or Vice Chair.

### **Key responsibilities**

- Set or change the aims, objectives and strategy of the Trust in accordance with the Articles and monitor performance against these aims and objectives
- Ensure the Articles of the Company (subject to the Members', Secretary of State for Education's and Charity Commission's approval) are fit for purpose
- Approve a scheme of delegation which sets out those matters delegated to committees or individuals with the Trust and those which are reserved to the Board
- Ensure high standards of corporate governance are maintained
- Ensure clarity of roles and accountability between the Board, its sub-committees and their chairs, the CEO, Executive Headteachers/Headteachers, Principals/Headteachers, COO/CFO and Heads of School
- Establish and oversee the strategic direction of each academy, ensuring that this aligns with the overall direction of the Trust
- Determine the educational targets for each academy within the Trust, monitor the quality of the educational standards and performance and challenge any areas of underperformance
- Establish such standards, policies, procedures and controls as are to be adopted by all schools in the Trust and determine on which matters schools have local autonomy
- Set the Trust's risk management strategy, review the risks facing the Trust and seek assurance that these risks are being mitigated or eliminated
- Challenge and monitor the financial performance and efficient and effective use of resources across the Trust, including approval of academy budgets and determination of centrally-procured goods and services
- Authorise major investment, expansion or other material changes within the Trust
- Produce the company's annual accounts and annual directors' report
- Employ staff who work within the Trust and its schools
- Appoint the CEO, Chief Operating Officer/Director of Finance and Executive Headteachers/Principals within the Trust, having considered the recommendations of the CEO regarding these appointments (where appropriate)
- Scrutinise and challenge key decisions made by the executive officers of the Trust to ensure that they have been made in line with Trust strategy and principles
- Undertake the performance management of the CEO by establishing an appropriate committee for this purpose and seeking expert advice

- Ensure compliance with all the relevant legislation, mandatory guidance, contractual and statutory duties including (but not limited to) that relating to health and safety
- Ensure appropriate plans are in place for the recruitment, training and succession planning of Trustees, committee and Academy Council members
- Appoint and remove members from Board sub-committees, including academy councils
- Ensure regular effective communication with sub-committees of the Board, including academy councils
- Annually review its own effectiveness and that of the governance structures across the Trust to ensure that they are fit for purpose
- Consult with stakeholders on the strategy and operation of the Trust as appropriate, via relevant mechanisms such as Academy Councils and the Academy Council Forum

Some of these responsibilities may be delegated by the Board to individuals or committees, as set out in the Scheme of Delegation.

### **Role of the Trustees**

Under the Companies Act 2006, the Trustees, as company directors, have a number of statutory duties that they must adhere to when acting on behalf of the company. These include duties:

- to act within their powers;
- to exercise independent judgment;
- to exercise reasonable care, skill and diligence;
- to avoid conflicts of interest;
- not to accept benefits from third parties;
- to declare any interest in proposed transactions or arrangements with the company; and
- to promote the success\* of the company for the benefits of its purposes.

\* success for a charitable company means (in basic terms) achieving its objectives.

The Companies Act 2006 provides guidance on the factors that must be taken into account when directors decide whether decision and actions they are taking will promote the success of the company. These include:

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

The above factors should be considered every time the board makes a decision to ensure that the decision being made is in the best interest of the Company.

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

Directors should note that the above list is not exhaustive and that there may well be other factors that become relevant when taking decisions. Directors should detail the factors that have been taken into account when passing a resolution in appropriate minutes of a meeting or written record of the resolution.

Resolutions and decisions of Directors are to be made in accordance with the Articles.



## A Code of Conduct for Trustees

As a member of the Board of Trustees, trustees must always have the wellbeing of the children and the reputation of the Trust at heart; trustees must do all they can to be an ambassador for the Trust, publically supporting its aims, values and ethos and never saying or doing anything publically which would embarrass the Trust, its academies, its governors, pupils or staff.

For the Trust Board to carry out its role effectively, trustees must be:

- prepared and equipped to take their responsibilities seriously;
- willing to commit the necessary time to preparing for and participating in activities and meetings;
- clear about the difference between their role and that of the Trust's executive staff;
- willing and able to monitor and review their own performance.

The Trust Board is a corporate body which means:

- No trustee can act on his/her own without proper authority from the Board;
- All trustees carry equal responsibility for decisions made; and
- The overriding concern of all trustees must be the welfare of the Trust and its academies as a whole.

Trustees are not appointed to the Board to represent a specific interest group – they are appointed based on their skills and what they can contribute to the Trust. It is essential that, while trustees should be aware of and bring to the discussion the views of stakeholders, they understand that they are not acting as representatives of any particular stakeholder group or organisation.

### General

- We understand the purpose of the Trust Board as set out above.
- We will uphold and champion the Trust's guiding values of bravery, ambition and respect in our role within the Trust.
- We are aware of and accept the Nolan seven principles of public life:
  - **Selflessness**  
Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
  - **Integrity**  
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
  - **Objectivity**  
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
  - **Accountability**  
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
  - **Openness**  
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
  - **Honesty**  
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
  - **Leadership**  
Holders of public office should promote and support these principles by leadership and example.
- We accept that we have no legal authority to act individually, except when the Trust Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Trust when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.

- We accept collective responsibility for all decisions made by the Trust or its delegated agents. This means that we will not speak against majority decisions outside the Trust Board meetings.
- We will consider carefully how our decisions may affect the community and others.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Trust and its academies. Our actions will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Trust Board.

### **Commitment**

- We acknowledge that accepting office as a trustee involves the commitment of significant amounts of time and energy.
- We will involve ourselves actively in the work of the Trust and accept our fair share of responsibilities, including serving on at least one of the Trust's sub-committees and participating in working groups or ad hoc committees where required.
- We will not go beyond our duties or act outside of the powers of authority conveyed on us through the Scheme of Delegation, and acknowledge that, were we to do so, we could be held liable to the Trust and/or third parties.
- We will make efforts to attend all meetings and where we cannot attend provide apologies in advance.
- We will get to know the Trust and its academies well and respond to opportunities to involve ourselves in monitoring and evaluation activities.
- Our visits to the academies will be arranged in advance with the staff and undertaken within the framework established by the Trust Board and agreed with the Principal.
- We will review our individual and collective needs for training and development, and will undertake relevant training on a regular basis.
- We are committed to actively supporting and challenging the CEO and other executive officers of the Trust.

### **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other trustees, governors and executive officers.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other trustees or governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the CEO, Executive Headteacher, Principal/Headteacher, staff and parents, the local authority and other relevant agencies, and the communities we serve.

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside any Trust Board meeting.
- We will not reveal the details of any Trust Board vote.

### **Conflicts of interest**

- We will record any pecuniary or other business interest that we have in connection with the Trust's business in the Register of Business Interests, which will be published on the Trust's website.
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

### **Breach of this code of practice**

- If we believe this code has been breached, we will raise this issue with the Chair and they (or their nominee) will investigate; the Trust will only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways;
- We understand that any allegation of a material breach of this code of practice by any trustee shall be raised with the Trust Board, and, if agreed to be substantiated by a majority of Trustees, shall be minuted and can lead to consideration of suspension or removal from the Trust Board.

## **STANDING COMMITTEES OF THE BOARD: RISK AND AUDIT COMMITTEE**

### **Purpose**

The Risk and Audit Committee is a committee of the Board. It is the role of the Risk and Audit Committee to act on behalf of the Board to monitor the risks facing the Trust and ensure that appropriate strategies are put in place to eliminate or mitigate these risks.

### **Frequency of meeting**

Three times per year, plus any further meetings required to effectively and efficiently discharge its duties

### **Membership**

The composition of the Risk and Audit Committee is determined by the Trust Board, subject to the Articles of Association. The Risk and Audit Committee comprises:

- A maximum of five members, at least three of whom must be Trustees
- Up to two members of the committee can be drawn from suitably qualified members of Academy Councils
- The Chair of the Trust Board and the Chair of the Resources Committee cannot be members of the Risk and Audit Committee.
- The CEO and COO are in attendance to provide advice and information, but are not eligible to be members of the committee

### **Quorum**

A minimum of three members

### **Election of Chair and Vice Chair**

The Chair and Vice Chair are appointed by the committee from amongst its members.

### **Key responsibilities**

- Own and regularly review the Trust's risk register to assess, grade and monitor risks to the Trust
- Regularly review the operating environment and other intelligence to identify new risks facing the Trust
- Establish strategies to mitigate risks
- Challenge the Executive Team on their assessment of and response to risks facing the Trust
- Commission internal and external reviews of risk as appropriate, such as the annual audit
- Plan and review a programme of work for academy councils and other sub-committees of the Board to scrutinise priority risk areas and check compliance with legislation, mandatory guidance, statute and Trust policies and procedures, or provide local intelligence to the Board on identified risks

## **STANDING COMMITTEES OF THE BOARD: RESOURCES COMMITTEE**

### **Purpose**

The Resources Committee is a committee of the Board. It is the role of the Resources Committee to act on behalf of the Board to ensure value for money, to make decisions about the administration of the financial, physical and human resources of the Trust within its delegated levels and to monitor the appropriate use of resources by the Chief Executive Officer and other staff within their delegated authorities.

### **Frequency of meeting**

Six times per year, plus any further meetings required to effectively and efficiently discharge its duties.

### **Membership**

The composition of the Resources Committee is determined by the Trust Board, subject to the Articles of Association. The Resources Committee comprises:

- A maximum of five members, at least three of whom must be Trustees and one of whom must be the CEO
- Up to two members of the committee can be drawn from suitably qualified members of Academy Councils
- The COO/CFO is in attendance to provide advice and information, but is not eligible to be a member of the committee

### **Quorum**

A minimum of three members

### **Election of Chair and Vice Chair**

The Chair and Vice Chair are appointed by the committee from amongst its members. The Chair of the Board or CEO cannot act as Chair of the Resources Committee.

### **Key responsibilities**

- To review and approve expenditure of resources by the Trust within delegated levels
- To review proposals from executive officers with resource implications above delegated levels and provide guidance and recommendations regarding these to the Trust Board
- To scrutinise and challenge budgets prepared by individual schools within the Trust and recommend these to the Trust Board for approval
- Scrutinise significant financial decisions made by the Trust's executive officers, challenging them in relation to impact and value for money
- Regularly review and question the Trust's management and financial accounts
- Scrutinise and recommend resource management policies and strategies for adoption by the Trust Board, including financial, premises and workforce strategy and policy
- Review benchmarking information to ensure that the resources of the Trust are being used efficiently
- Based on the recommendations of the CEO, review and authorise pay progression and pay awards for staff below Head of School level
- Scrutinise and challenge proposed pay awards to senior Trust staff (CEO, COO/CFO, Director of School Improvement, Executive Headteacher, Principal, Vice Principal, Head of School) and recommend these for approval by the Trust Board.

## **STANDING COMMITTEES OF THE BOARD: SCHOOL PERFORMANCE COMMITTEE**

### **Purpose**

The School Performance Committee is a committee of the Board. It is the role of the School Performance Committee to act on behalf of the Board to provide challenge to the Trust leadership, primarily in respect of pupil performance, the quality of the school experience and execution of the School Development Plans (SDP).

### **Frequency of meeting**

Three times per year, plus any further meetings required to effectively and efficiently discharge its duties

### **Membership**

The composition of the School Performance Committee is determined by the Trust Board, subject to the Articles of Association. The School Performance Committee comprises:

- A maximum of five members, at least three of whom must be Trustees;
- Up to two members of the committee can be drawn from suitably qualified members of Academy Councils;
- The CEO is in attendance to provide advice and information, but is not eligible to be a member of the committee.

### **Quorum**

A minimum of three members

### **Election of Chair and Vice Chair**

The Chair and Vice Chair are appointed by the committee from amongst its members.

### **Key responsibilities**

- Regularly review the educational data of each school within the Trust to assess, grade and monitor performance.
- Regularly review and monitor the progress of the School Development Plans and progress towards targets.
- Regularly review the quality of the school experience, ensuring that every child leaves our schools equipped with the essential skills they need to contribute effectively to society and to become well-rounded, confident, happy adults.
- Establish strategies to improve performance where required.
- Challenge the Executive Team on their assessment of school performance.
- Commission internal and external reviews of school performance as appropriate, as part of a risk-based approach in discussion with the Risk and Audit Committee
- Receive reports from individuals or organisations commissioned to undertake internal or external reviews as appropriate, and review and monitor strategies/action plans to address any issues raised.

## **STANDING COMMITTEES OF THE BOARD: ACADEMY COUNCILS**

### **Purpose**

Academy Councils are committees of the Trust Board. It is the role of the Academy Council to support the translation of the Trust's vision and mission into their own school, to ensure the Academy complies with all policies and procedures established by the Trust Board, to support and strengthen their academy's leadership through robust challenge and to develop links with the local community and stakeholders of the school.

### **Frequency of meeting**

At least five times per year, plus any further meetings required to effectively and efficiently discharge its duties

### **Membership**

The composition of the Academy Council is determined by the Trust Board, subject to the Articles of Association. Membership comprises:

- Principal/Headteacher of the Academy (ex officio)
- Up to two staff governors (one teaching, one non-teaching)
- Up to two parent governors
- Up to five other governors appointed by the Trustees having regard to any recommendations made by the Academy Council (cannot be employed at the school)

The Academy Council may continue to act notwithstanding any temporary vacancy in its composition.

As a sub-committee of the Board, the Chair of the Board, the CEO or other designated member of the central executive team may attend any Academy Council meeting. The Principal/Headteacher of the Academy is automatically a governor at each Academy they oversee and should normally attend Academy Councils, barring exceptional circumstances.

The number of Academy Council members employed by the Trust (including the Headteacher) must not exceed 1/3 of the total membership.

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

### **Quorum**

See rules of Academy Councils para 7.10 onwards

### **Election of Chair and Vice Chair**

The Chair of the Academy Council will be elected by members of the Council; however, the Trust Board reserves the right to object to the Council's choice and require them to elect a different candidate.

Employees of the Trust are not eligible for election as Chair or Vice Chair of the Academy Council.

### **Key responsibilities**

- Work with the Principal/Headteacher to develop a specific vision, mission and identity for the academy which is consistent with the Trust's general vision, mission and values.
- Ensure that the guiding principles, culture and objectives of the Trust are faithfully upheld, revisited and reinforced within their own academy.
- Ensure there is local adaptation/adoption of central policies and functions as directed by the CEO on behalf of the Trust Board.
- Monitor compliance in the academy with Trust policies and procedures, ensuring local processes are in place where these are the responsibility of the individual academy, and ensuring that such policies and procedures are adequate for safety, health and compliance.
- Recommend to the Trust Board any developments or amendments to policies and procedures
- Be familiar with academy performance and challenges facing the academy through regular visits and reviews of data.
- With the Chief Executive, hold the Principal/Headteacher to account for the educational performance, wellbeing and progress of students in the academy and the impact on outcomes of the resources expended by the academy.
- Develop an understanding of the academy's strengths and areas for development and use these to challenge the Principal/Headteacher's assessment of the priorities/judgements in the academy's Self Evaluation and School Development Plan.
- Monitor the implementation of the academy's Development Plan and its impact.
- Monitor and review progress towards completion of action plans e.g. H&S action plan

- Scrutinise the annual budget set by the academy leadership before it is submitted to the Trust Board for approval
- Engage with and ensure effective relationships between the academy and its students, parents, staff and the local community, ensuring that the Academy's leadership is responsive to local context and issues.
- Support the Principal/Headteacher to set/uphold high standards of discipline and conduct for students and staff alike.
- Act as a critical friend and consultative body for the Principal/Headteacher in relation to delegated local decisions
- Raise any areas of concern with the Trust Board via the agreed mechanisms.
- Identify risks to the success of the Trust at academy level, reporting these to the Risk and Audit Committee for consideration, and challenging the Principal/Headteacher on their response to these risks.
- Undertake investigations and reviews into aspects of academy life (e.g. use of Pupil Premium, Health and Safety, provision for SEND students, safeguarding) as directed by the Trust Board to provide local intelligence on matters affecting the whole Trust.
- Sit on discipline, exclusion, recruitment, pay, complaints and other similar panels (including appeals panels) for their own or other Trust schools as requested
- Regularly self-evaluate the Academy Council and report back to the Trust Board on strengths, areas for development and effectiveness.

Members of any Academy Council may be invited to attend meetings or join working parties in another Trust academy or as part of a central group where their particular skills/experience may be of use.

It is not the role of the Academy Council to intervene in the day-to-day management of the academy. The Chief Executive, Principal/Headteacher, senior leadership team and staff are responsible for the operational delivery of the academy. If the Academy Council has concerns about weaknesses in the academy it should report them to the Trustees via the CEO or relevant committee, depending on the nature of the concern.

### **Rules of the Academy Councils**

The *Rules for the Academy Councils* annexed to this Governance Handbook at Annex 1 form part of the governing documents of the Trust. The Rules provide the constitution for the Academy Councils.

## Rules of the Academy Councils

### 1. Constitution of the Academy Councils

#### 1.1. Categories of Governors on the Academy Councils

- 1.1.1. The individuals acting on each Academy Council shall be known as Governors.
- 1.1.2. The number of Governors who sit on each Academy Council shall be not more than 10, excluding any non-voting Associate members.
- 1.1.3. The Academy Council for each academy shall have the following Governors:
  - 1.1.3.1. Governors appointed or approved by the Trustees under Rule 1.2.3;
  - 1.1.3.2. Staff representatives appointed under Rules 1.2.6 to 1.2.8;
  - 1.1.3.3. the Principal/Headteacher of the Academy (the "Principal") appointed under Rule 1.2.9;
  - 1.1.3.4. Parent/carer representatives appointed under Rules 1.2.10 to 1.2.14;
  - 1.1.3.5. any additional Governors appointed by the Trustees at the request of the Secretary of State for Education;
  - 1.1.3.6. any Trustee shall also be entitled to serve on any Academy Council and attend any meetings of the Academy Council. Any Trustee attending a meeting of the Academy Council shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Academy Council. The Trustees shall not be counted in a calculating a quorum if they are not in attendance.
- 1.1.4. The Trustees may direct the constitution of the categories of Governors for each Academy at their absolute discretion
- 1.1.5. All persons appointed or elected to any Academy Council shall give a written undertaking to the Trustees to uphold the charitable objects of the company.
- 1.1.6. Each governor is expected to undertake regular self-review regarding their training and development needs and undertake such training as is necessary to enable them to fulfil their duties.
- 1.1.7. Each governor shall act in the best interests of the Trust and Academy at all times.
- 1.1.8. The governors must keep confidential all information of a confidential nature obtained by them in the course of their work with the Academy Council and Trust.

#### 1.2. Appointment of Governors to the Academy Council

- 1.2.1. The Trustees appoint the Governors to the Academy Council for each academy following recommendations from the Academy Council.
- 1.2.2. The Trustees may consider any individual elected to represent staff or parents/carers or otherwise proposed in accordance with the following provision, but appointments are at the discretion of the Trustees.

#### General

- 1.2.3. The Trustees will approve the appointment of Governors and may appoint additional governors for a fixed period to add capacity in relation to a specific need.
- 1.2.4. After the initial appointments of Governors to an Academy Council, the Governors of the Academy Council for the time being may recommend persons to serve on the Academy Council, having regard to any recommendations and views of the Trustees in relation to ensuring that the people serving on the Academy Council between them have an appropriate range of skills and experience and due attention is given to succession planning. Any such recommendations shall be proposed to the Trustees whose decision is final. Governors are appointed to the Academy Council by resolution of the Trustees.
- 1.2.5. The Trustees reserve the right to withdraw delegated powers from the Academy Council and disband it at any time.

#### Staff

- 1.2.6. Persons who are employed by the Company may serve on an Academy Council, provided that the total number of such persons on the Academy Council does not exceed one third of the total number of persons on the Academy Council (including the Principal/Headteacher). The positions held by those employed at an Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 1.2.7. Unless the Trustees agree otherwise, in electing persons to serve on the Academy Council who are employed at an Academy, the Academy Council shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy and, where there are contested posts, shall hold an election by secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Academy Council or in default by the Trustees.



- 1.2.8. The Academy Council shall confirm the outcome of an election and request that the Trustees appoint the individual elected, provided the individual is eligible to act. The Trustees decision is final. Staff Governors are appointed to the Academy Council by resolution of the Trustees.

#### The Principal/Headteacher

- 1.2.9. Unless otherwise decided by the Trustees, the Principal shall be treated for all purposes as being an ex officio member of the Academy Council for that academy.

#### Parents/Carers

- 1.2.10. Subject to Rules 1.2.11 to 1.2.14, the parent governors shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected. The Academy Council shall confirm the outcome of an election and request that the Trustees appoint the individual elected provided the individual is eligible to act. The Trustees decision is final. Parent Governors are appointed to the Academy Council by resolution of the Trustees.
- 1.2.11. The Academy Council shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent Governors of the Academy Council, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent Governors of the Academy Council which is contested shall be held by secret ballot.
- 1.2.12. Where a vacancy for parent Governors of the Academy Council is required to be filled by election, the Academy Council shall take such steps as are reasonably practical to ensure that every person known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 1.2.13. The arrangements made for the election of the parent Governors of the Academy Council shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the Academy by a pupil registered at the Academy.
- 1.2.14. In appointing a person to be a parent Governor of the Academy Council, the Academy Council shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

### 1.3. Term of office

- 1.3.1. The term of office for any person serving on the Academy Council shall be four years from the date of appointment, save that this time limit shall not apply to the Principal. Subject to remaining eligible to serve (including any restrictions on who may serve within a particular category of Governor) on the Academy Council, any person may be re-appointed or re-elected to the Academy Council.

### 1.4. Resignation and removal

- 1.4.1. A person serving on the Academy Council shall cease to hold office if they resign their office by notice to the Academy Council or the Trustees (but only if at least three persons will remain as Governors when the notice of resignation is to take effect). If notice is given to the Trustees, the Trustees or the Secretary will give notice to the Academy Council.
- 1.4.2. A person serving on the Academy Council shall cease to hold office immediately if they are removed by the Trustees. When considering removing a Governor, the Trustees shall give due regard to any representations made by the person and the Academy Council.
- 1.4.3. The Trustees may terminate the appointment of any governor who has failed to attend an Academy Council meeting for 12 months or more.
- 1.4.4. The Trustees may terminate the appointment of any governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or Academy.
- 1.4.5. A person serving on the Academy Council shall cease to hold office if they are removed by a two thirds majority of the Governors of the Academy Council present and voting at a meeting or in writing. In respect of any proposal to remove a person as a Governor:
- 1.4.5.1. the grounds for removal shall be circulated before the meeting or with the resolution and may include but not be limited to incompetence, misconduct or bringing the Academy or Company into disrepute;
- 1.4.5.2. the person who may be removed shall be given the opportunity to put forward representations on the proposal and the Governors shall consider any such representations.
- 1.4.6. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Academy Council by the person or persons who appointed them, any failure to uphold the values of the Company and/or the Academy or to act in a way which is inappropriate in light of these Rules or the Scheme of Delegation will be taken into account.

- 1.4.7. If any person who serves on the Academy Council in their capacity as an employee at the Academy ceases to work at the Academy then they shall be deemed to have resigned and shall cease to serve on the Academy Council automatically on termination of their work at the Academy.
  - 1.4.8. A parent governor shall not automatically cease to hold office solely by reason of the child (of whom that parent governor is a parent or carer) ceasing to be a pupil at the academy.
  - 1.4.9. Where a person who serves on the Academy Council is removed from office those removing them shall give written notice thereof to the Academy Council, who shall inform the Trustees.
- 1.5. Disqualification of Governors of the Academy Council
- 1.5.1. No person shall be eligible to serve on the Academy Council unless they are aged 18 or over at the date of election or appointment. No current pupil of the Academy shall be entitled to serve on the Academy Council.
  - 1.5.2. A person serving on the Academy Council shall cease to hold office if they become incapable by reason of mental disorder, illness or injury or managing or administering their own affairs.
  - 1.5.3. A person serving on the Academy Council shall cease to hold office if they are absent without the permission of the chair of the Academy Council from all the meetings of the Academy Council held within a period of six months and the Academy Council resolves that their office be vacated.
  - 1.5.4. A person shall be disqualified from serving on the Academy Council if:
    - 1.5.4.1. their estate has been sequestered and the sequestration has not been discharged, annulled or reduced;
    - 1.5.4.2. they are the subject of a bankruptcy restrictions order or an interim order.
  - 1.5.5. A person shall be disqualified from serving on the Academy Council at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Trustees Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
  - 1.5.6. A person serving on the Academy Council shall cease to hold office if they would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
  - 1.5.7. A person shall be disqualified from serving on the Academy Council if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
  - 1.5.8. A person shall be disqualified from serving on the Academy Council at any time when they are:
    - 1.5.8.1. included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
    - 1.5.8.2. disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
    - 1.5.8.3. barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups act 2006).
  - 1.5.9. A person shall be disqualified from serving on the Academy Council if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
  - 1.5.10. A person shall be disqualified from serving on the Academy Council where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
  - 1.5.11. After the Academy has opened, a person shall be disqualified from serving on the Academy Council if they have submitted to a criminal records check at an appropriate level and have provided to the Trust such documentary evidence of their identity as is required by the Trust to fulfil its statutory obligations
    - 1.5.11.1. In the event that the certificate discloses any information which would, in the opinion of either the Chair of Trustees or the CEO, confirm their unsuitability to work with children, that person shall be disqualified. If a dispute arises as to whether the person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
  - 1.5.12. Where, by virtue of these Rules, a person becomes disqualified from serving on the Academy Council; and they were, or were proposed, to so serve, they shall on becoming so disqualified give written notice of the fact to the Academy Council who shall inform the Trustees.

## **2. Chair and Vice-Chair of the Academy Council**

- 2.1. The Governors shall each school year, at their first meeting in that year, appoint a chairperson and vice chair for the Academy Council.
- 2.2. If the Trustees object to the choice of the Academy Council, they reserve the right to require the Academy Council to elect an alternative candidate.
- 2.3. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of the election already a Trustee of the Company (except where such person is a Trustee by virtue of being the incumbent chair) shall be eligible for election as Chair or Vice Chair of the Academy Council except with the prior approval of the Trustees (the Chief Executive Officer hereby has delegated authority to make this decision on behalf of the Trustees).
- 2.4. An election which is contested shall be held by secret ballot.
- 2.5. The chair or vice-chair shall hold office as such until their successor has been elected in accordance with this clause 2.
- 2.6. Where the Academy Council is unable to appoint a suitable chair or vice-chair, the Trustees will appoint someone to fulfil that role until such time as a suitable governor can be found.

### Resignation or removal of Academy Council Chair and Vice Chair

- 2.7. The chair or vice-chair may at any time resign their office by giving notice in writing to the Trustees or the Academy Council.
- 2.8. The chair or vice-chair shall cease to hold office if:
  - 2.8.1. They cease to serve on the Academy Council;
  - 2.8.2. They are removed from office;
  - 2.8.3. In the case of the vice-chair, they are elected to fill a vacancy in the office of chair.
- 2.9. The chair or vice-chair may be removed from office by the Trustees at any time or by the Academy Council in accordance with clause 2.109 below.
- 2.10. A resolution to remove the chair or vice-chair from office which is passed at a meeting of the Academy Council shall not have effect unless:
  - 2.10.1. it is passed by a two thirds majority of the Governors of the Academy Council present and voting at a meeting or in writing;
  - 2.10.2. the potential removal shall be a specific item of business for the meeting or the subject of a specific resolution and the grounds for removal shall be circulated before the meeting or with the resolution;
  - 2.10.3. the person who may be removed from office shall be given the opportunity to put forward representations on the proposal and the Governors shall consider any such representations.

### Vacancies

- 2.11. Where a vacancy arises in the office of chair or vice-chair, the Governors or Trustees shall at their next meeting appoint or elect a person to fill that vacancy.
- 2.12. Where the chair is absent from any meeting or there is at the time a vacancy in the office of the chair, the vice-chair shall act as the chair for the purposes of the meeting. If the vice-chair is also absent from the meeting the Governors of the Academy Council shall elect one of their number to act as chair for the purposes of that meeting.

## **3. Conflicts of interest**

- 3.1. The income and property of the Academy must be applied solely towards the provision of the objects as detailed in the Articles. The restrictions which apply to Trustees with regard to personal financial interests also apply to the governors.
- 3.2. In the case if a governor who is not also a Trustee, if the governor is likely to benefit from the decision of the Academy Council, the Trustees must approve the benefit.
- 3.3. All governors are required to complete a declaration of interests form on joining the Academy Council and at the start of each academic year.
- 3.4. Any Governor of the Academy Council who has or may have a direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with their duties as a Governor of the Academy Council shall disclose that fact to the Academy Council as soon as they become aware of it. A person must absent themselves from any discussions of the Academy Council in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any personal financial interest).
- 3.5. For the purpose of paragraph 3.1, a person has a personal financial interest if they are in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.

## **4. Disputes**

- 4.1. Any disagreement between the Governors of the Academy Council shall be referred to the Trustees for their determination.

- 4.2. The Principal/Headteacher's executive responsibilities and delegated authorities are from the Trustees by way of the Chief Executive, and the Principal/Headteacher is subject to their direction. Any performance management, disciplinary, grievance or whistleblowing matters raised in relation to the Principal/Headteacher shall be referred to the Chief Executive, acting on behalf of the Trustees. The Principal/Headteacher will follow all lawful directions of the Trustees and the Academy Council, provided the two do not contradict one another, in which case the Headteacher/Principal will follow the directions of the Trustees as communicated by the Chief Executive.

## **5. The minutes**

- 5.1. The minutes of the proceedings of a meeting of the Academy Council shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Academy Council; and shall be signed (subject to the approval of the Governors of the Academy Council) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- 5.1.1. all appointments of officers made by the Academy Council; and
  - 5.1.2. all proceedings at meetings of the Academy Council including the names of all persons present at each such meeting.
- 5.2. The clerk shall ensure that a copy of the agenda for every meeting of the governors, copies of the draft minutes of all meetings of the Academy Council, and the approved minutes of the meetings shall be provided to the Trustees via the Company Secretary as soon as reasonably practicable after the meeting.

## **6. Delegation**

- 6.1. Provided such power or function has been delegated to the Academy Council, the Academy Council may further delegate to any person serving on the Academy Council, the Principal/Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Trustees or the Academy Council may impose and may be revoked or altered.
- 6.2. Where any power of function of the Trustees or the Academy Council is exercised by any Trustee or Governor of the Academy Council, the Principal/Headteacher or any other holder of an executive office, that person shall report to the Academy Council in respect of actions taken or decision made with respect to the exercise of that power or function at the meeting of the Academy Council immediately following the taking of the action or the making of the decision.

## **7. Meetings of the Academy Council**

- 7.1. Subject to these Rules and the Scheme of Delegation, the Academy Council may regulate its proceedings as the Governors of the Academy Council think fit.
- 7.2. The Academy Council shall meet at least three times in every school year. Meetings of the Academy Council shall be convened by the clerk to the Academy Council. In exercising its functions under these Rules the clerk shall comply with any direction:
- 7.2.1. given by the Trustees or the Academy Council; or
  - 7.2.2. given by the chair of the Academy Council or, in their absence or where this is a vacancy in the office of chair, the vice-chair of the Academy Council, so far as such direction is not inconsistent with any direction given as mentioned in 7.2.1 above.
- 7.3. Any three Governors of the Academy Council may, by notice in writing given to the clerk, request a meeting of the Academy Council; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 7.4. Each Governor of the Academy Council shall be given at least seven clear days before the date of a meeting:
- 7.4.1. notice in writing thereof, signed by the clerk, and sent to each Governor of the Academy Council at the postal address or email address provided by each Governor from time to time; and
  - 7.4.2. a copy of the agenda for the meeting;
- provided that where the chair or, in their absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he or she directs.
- 7.5. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 7.6. A resolution to rescind or vary a resolution carried at a previous meeting of the Academy Council shall not be proposed at a meeting of the Academy Council unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 7.7. A meeting of the Academy Council shall be terminated forthwith if:
- 7.7.1. the Governors of the Academy Council so resolve; or
  - 7.7.2. the number of Governors present ceases to constitute a quorum for a meeting of the Academy Council in accordance with paragraph 7.10
- 7.8. Where in accordance with paragraph 7.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting

shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

- 7.9. Where the Academy Council resolves in accordance with paragraph 7.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Academy Council shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
- 7.10. Subject to paragraph 7.12, the quorum for a meeting of the Academy Council, and any vote on any matter thereat, shall be any three of the Governors of the Academy Council, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Academy Council at the date of the meeting. If the Trustees have appointed any additional Governors of the Academy Council pursuant to clause 1.1.3.5 of these Rules then a majority of the quorum must be made up of such persons.
- 7.11. The Academy Council may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 7.12. The quorum for the purposes of:
- 7.12.1. any vote by the Governors on the removal of a person as a Governor; or
  - 7.12.2. any vote on the removal of the chair or vice-chair of the Academy Council;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on those respective matters including at least one Trustee.
- 7.13. Subject to these Rules, every question to be decided at a meeting of the Academy Council shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor of the Academy Council shall have one vote.
- 7.14. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.
- 7.15. The proceedings of the Academy Council shall not be invalidated by:
- 7.15.1. any vacancy on the board; or
  - 7.15.2. any defect in the election, appointment or nomination of any person serving on the Academy Council.
- 7.16. A resolution in writing, signed by all persons entitled to receive notice of a meeting of the Academy Council or of a subcommittee of the Academy Council, shall be valid and effective as if it had been passed at a meeting of the Academy Council or (as the case may be) a subcommittee of the Academy Council duly convened and held. Such a resolution may consist on several documents in the same form, each signed by one or more of the Governors of the Academy Council and may include an electronic communication by or on behalf of the Academy Council indicating his or her agreement to the form of resolution providing that the Governor has previously notified the Academy Council in writing of the email address or addresses which the Governor will use.
- 7.17. Subject to paragraph 7.18, the Academy Council shall ensure that a copy of:
- 7.17.1. the agenda for every meeting of the Academy Council;
  - 7.17.2. the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
  - 7.17.3. the signed minutes of every such meeting; and
  - 7.17.4. any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 7.18. There may be excluded from any item required to be made available in pursuance of paragraph 7.17, any material relating to:
- 7.18.1. a named teacher or other person employed, or proposed to be employed at the Academy;
  - 7.18.2. a named pupil at, or a candidate for admission to, the Academy; and
  - 7.18.3. any matter which, by reason of its nature, the Academy Council is satisfied should remain confidential.
- 7.19. Any Governor of the Academy Council shall be able to participate in meetings of the Academy Council by telephone or video conference provided that:
- 7.19.1. they have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting; and
  - 7.19.2. the Academy Council has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.
- 8. Clerk**
- 8.1. The Trustees may appoint a clerk for the Academy Council; if the Trustees do not wish to appoint a clerk the Academy Council should do so. The clerk may be a person who is employed by the Company or may be paid for their services as clerk.
- 8.2. The Trustees shall determine any required qualifications, competences or experience when appointing the clerk.

- 8.3. The clerk shall assist with the administration of the Academy Council.
- 8.4. The clerk shall attend each meeting of the Academy Council. If the clerk is absent from a meeting the Governors will select one individual from among their number to perform the clerk's duties for that meeting.
- 8.5. The clerk does not have a vote.

## **9. Notices**

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

## **10. Indemnity**

Subject to the provisions of the Companies Act 2006 every Governor of the Academy Council or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## A Code of Conduct for the Academy Council

As a member of the Academy Council, governors must always have the wellbeing of the children and the reputation of the academy and Northern Ambition Academies Trust at heart; governors must do all they can to be an ambassador for the academy and Trust, publically supporting its aims, values and ethos and never saying or doing anything publically which would embarrass the academy, Trust, Academy Council, Principal or staff.

For Academy Councils to carry out their role effectively, governors must be:

- prepared and equipped to take their responsibilities seriously;
- willing to commit the necessary time to preparing for and participating in activities and meetings;
- clear about the difference between their role and that of the academy's executive staff;
- willing and able to monitor and review their own performance.

As a sub-committee of the Board, the Academy Council is a corporate body which means:

- No governor can act on his/her own without proper authority from the Academy Council;
- All governors carry equal responsibility for decisions made; and
- The overriding concern of all governors must be the welfare of the academy as a whole.

### General

- We understand the purpose of the Academy Council as set out above.
- We will uphold and champion the Trust's guiding values of bravery, ambition and respect in our role within the Trust.
- We are aware of and accept the Nolan seven principles of public life:
  - **Selflessness**  
Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
  - **Integrity**  
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
  - **Objectivity**  
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
  - **Accountability**  
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
  - **Openness**  
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
  - **Honesty**  
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
  - **Leadership**  
Holders of public office should promote and support these principles by leadership and example.
- We accept that we have no legal authority to act individually, except when the Trustees or Academy Council have given us delegated authority to do so, and therefore we will only speak on behalf of the Academy Council when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfill all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We accept collective responsibility for all decisions made by the Academy Council or its delegated agents. This means that we will not speak against majority decisions outside the Academy Council meeting.
- We will consider carefully how our decisions may affect the community and others.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our academy. Our actions within the academy and the local community will reflect this.

- In making or responding to criticism or complaints affecting the academy we will follow the procedures established by the Trust Board.

### **Commitment**

- We acknowledge that accepting office as a governor involves the commitment of significant amounts of time and energy.
- We will involve ourselves actively in the work of the Academy Council and accept our fair share of responsibilities, including service on committees or working groups where required.
- We will not go beyond our duties or act outside of the powers of authority conveyed on us through the Scheme of Delegation, and acknowledge that, were we to do so, we could be held liable to the Trust and/or third parties.
- We will make efforts to attend all meetings and where we cannot attend provide apologies in advance.
- We will get to know the academy well and respond to opportunities to involve ourselves in monitoring and evaluation activities.
- Our visits to the academy will be arranged in advance with the staff and undertaken within the framework established by the Trustees and agreed with the Principal.
- We will review our individual and collective needs for training and development, and will undertake relevant training on a regular basis.
- We are committed to actively supporting and challenging the Principal/Headteacher and Head of School.

### **Relationships**

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

### **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding academy business arise outside an Academy Council meeting.
- We will not reveal the details of any Academy Council vote.

### **Conflicts of interest**

- We will record any pecuniary or other business interest that we have in connection with the Academy Council's business in the Register of Business Interests, which will be published on the Academy's website.
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.

### **Breach of this code of practice**

- If we believe this code has been breached, we will raise this issue with the Chair and they (or their nominee) will investigate; the Trust will only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways;
- We understand that any allegation of a material breach of this code of practice by any governor shall be raised with the Trust Board, and, if agreed to be substantiated by a majority of Trustees, shall be minuted and can lead to consideration of suspension or removal from the Academy Council.



## **SCHEME OF DELEGATION**

### **1. Introduction**

- 1.1. As a charity and company limited by guarantee, the Company is governed by a Trust Board (the “Trustees”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. This Scheme of Delegation applies to all academies run by the Company.
- 1.2. The Trustees are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3. In order to discharge some of these responsibilities, the Trustees appoint people who are more locally-based to serve on committees (the “Academy Councils”) which are established to ensure the good governance of the individual academies. The Academy Councils are committees established by the Trustees and are at all times subject to any directions the Trustees may give. The terms of this delegation may be altered, suspended or withdrawn by the Trustees.
- 1.4. This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Academies, the respective roles and responsibilities of the Trustees and Governors of the Academy Councils and the commitment to each other to ensure the success of each academy.
- 1.5. It is intended that an Academy Council shall be established for each Academy. For the avoidance of doubt an Academy Council may be delegated responsibility for more than one academy.
- 1.6. Certain decisions and actions in respect of the Company and the Academies are reserved to the Trustees.
- 1.7. This Scheme of Delegation has been put in place by the Trustees from the Effective date in accordance with the provisions of the Company’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

### **2. Ethos and Trust Commitment**

- 2.1. The vision of the Trust is a world where all children and young people are given the opportunity to thrive, succeed and aspire. Our mission is for every child to leave our schools equipped with the essential skills they need to contribute effectively to society and to become well-rounded, confident, happy adults. Our values of bravery, ambition and respect underpin everything we do.
- 2.2. Each academy will have its own specific vision, mission and identity for the academy, set by the Principal/Headteacher in discussion with the Academy Council and subject to the approval of the Trustees, which is consistent with the Trust’s general vision, mission and values.
- 2.3. Academies within the Company will work with each other in a co-operative and supportive manner; sharing expertise and specialisms. Academies within the Company will engage with other local schools and partners in order to ensure quality provision for children and families within a community.

### **3. Trustees’ powers and responsibilities**

- 3.1. The Board of Trustees, their powers and administration of their meetings and affairs is established in the Articles
- 3.2. The Trustees have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools. This is largely exercised through strategic planning and the setting of budgets and policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Trustees have the power to direct change where required.
- 3.3. The Trustees have a duty to act in accordance with the Company’s objects as set out in Article 4.
- 3.4. Trustees will have regard to the interests of all academies for which the Company is responsible in deciding and implementing any policy or exercising authority in respect of any one Academy.
- 3.5. Article 101 provides for the appointment by the Trustees of committees to whom the Trustees may delegate certain of the functions of Trustees. In further recognition of the Trustees’ power to delegate under Articles 102 and 105, responsibility for monitoring compliance with all policies and procedures established by the Trust Board, for supporting and strengthening their academy’s leadership through robust challenge, and working with the CEO to hold the Principal/Headteacher accountable for the performance of the academy is delegated to the Academy Councils.
- 3.6. The constitution, membership and proceedings of each Academy Council is determined by the Trustees and this Scheme of Delegation expresses such matters.

### **4. Coordinating Academy Councils work**

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

- 4.1.1. It is vital to the reputation and the overall governance and management of the Company and the academies that the work of the Academy Councils is coordinated to avoid the risk of waste, duplication, and inconsistency in the development and implementation of policies and procedures.

- 4.1.2. All Academy Councils must work within a structure of openness and accountability to ensure that decisions are consistent with the vision, mission and values of the Trust and the values and ethos of the Academy.
- 4.1.3. Academy Councils and their committees must ensure that other Academy Councils, the Trustees and relevant committees are consulted and kept informed where they have, or are likely to have, an interest in the topic or matter.
- 4.1.4. To ensure consistency of the Trust's public relations and presentation of the brand, the Academy Councils and any individual with responsibility for marketing or any other public representations must clear their policies, proposals and press statements with the Chief Executive or her nominated representative before issuing the material to the public.

## 5. **Delegated powers**

### 5.1. General provisions

- 5.1.1. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution and the decisions of the Trustees, the management of the business of each Academy are hereby delegated by the Trustees to the Academy Council who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation.
- 5.1.2. All actions of the Academy Council must be in furtherance or ancillary to the Object of the Company.
- 5.1.3. No alteration of the Articles and no such direction shall invalidate any prior act of the Academy Council which would have been valid if that alteration had not been made or that direction had not been given.
- 5.1.4. A meeting of the Academy Council at which a quorum is present may exercise all the power so delegated.
- 5.1.5. The Trustees retain responsibility for the business of the academies in so far as the business relates to all academies or multiple academies run by the Company.
- 5.1.6. In general terms, the responsibility of the Trustees in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues. Whilst the Trustees are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Trustees under this Scheme of Delegation, the responsibility for such matter will be that of the Academy Council.
- 5.1.7. Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Academy Council and without detracting from the generality of the powers delegated, the Academy Council shall have the following powers, namely:
  - 5.1.7.1. to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Academy Council shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy; and
  - 5.1.7.2. to enter into contracts on behalf of the Company in so far as they relate to the Academy in accordance with clause 5.3 and subject to the limits set out in this scheme of delegation and in accordance with the provisions of the Financial Handbook.
- 5.1.8. The delegated powers are delegated to the Academy Council as a whole. The Chair, or in their absence the Vice-chair, shall have authority to make a decision and/or take action on behalf of the Academy Council. Following any such decision or action the Chair or Vice-chair must log the decision and the reasons behind it on the form held by the academy for this purpose and report their actions to the Academy Council as soon as reasonably practicable, or in any event at the next Academy Council meeting. The situation shall thereafter be managed in the usual way.
- 5.1.9. In the exercise of its powers and functions, the Academy Council will consider any advice given by the Principal/Headteacher or the Chief Executive of the Company as well as the Trustees.
- 5.1.10. The Principal/Headteacher and governors shall ensure that finances are managed in line with the agreed financial protocol.

### 5.2. Ethos and values

- 5.2.1. Whilst the Academy Council shall be responsible for ensuring that the Academy is conducted in accordance with its mission/vision and the values referred to in clause 2, the determination of each Academy's ethos and mission statement shall be the responsibility of the Trustees.
- 5.2.2. At all times, the Trustees and the Academy Councils shall ensure that the Academy is conducted in accordance with the object of the Company and any agreement entered into with the Secretary of State for the funding of the Academy.

### 5.3. **Finance**

- 5.3.1. The Academy Council shall ensure that proper procedures are in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Company's Financial Handbook are observed at all times as well as any requirement and recommendations of the Trustees and Secretary of State.

- 5.3.2. The Academy Council shall develop appropriate risk management strategies and shall at all times ensure that financial prudence is adopted in managing the financial affairs of the Company, in so far as these relate to the Academy.

#### **5.4. Premises**

- 5.4.1. The land and buildings of each Academy are held and owned by the Company and any legal interests in the land and buildings to be granted or varied are reserved to the Trustees on behalf of the Company.
- 5.4.2. Informal lettings and use of the land and buildings may be managed by the Academy Councils provided that no legal interest is granted.
- 5.4.3. The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trustees.
- 5.4.4. Insuring the land and the buildings used by the academy will be the responsibility of the Trustees who shall recover the cost from the budget delegated to the academy either before or after the budget is delegated.
- 5.4.5. It shall be noted that the use of the land and buildings may be subject to legal restrictions on the legal title or in any lease to the Company. The Academy Councils shall consult the Trustees on any aspect of the land and buildings that may require a consent from a third party, including but not limited to proposed building works, proposed leases or sharing occupation.
- 5.4.6. Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the academy is the responsibility of the Academy Council, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Company as the owner of such buildings and facilities.
- 5.4.7. The Academy Council shall support and advise the Principal/Headteacher in developing a five-year estate management strategy for the approval of the Trust Board that will identify the suitability of buildings and facilities in light of long-term curriculum needs, and the need for and availability of capital investment to meet the Academy Council's responsibility to ensure the buildings and facilities are maintained to a good standard.

#### **5.5. Resources**

##### **5.5.1. Principal**

- 5.5.1.1. The Trustees shall always take responsibility for appointing the Principal/Headteacher for each Academy. The Trustees may delegate such powers and functions as they consider are required for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trustees and Academy Council and for the direction of teaching and the curriculum at the Academy).
- 5.5.1.2. The Chief Executive of the Company will take the lead in appraising the Principal/Headteacher.

##### **5.5.2. Other staff**

- 5.5.2.1. The Academy Council shall have oversight of the management of all other staff to be employed at the Academy on behalf of the Company provided that the Academy Council shall:
- 5.5.2.1.1. comply with all policies dealing with staff issued by the Trustees from time to time;
- 5.5.2.1.2. manage any claims and disputes with staff members on behalf of the Company having regard to any advice and recommendations given by the Trustees; and
- 5.5.2.2. The Academy Council shall ensure that appropriate performance management is carried out on all staff in the Academy.

#### **5.6. Curriculum and standards**

- 5.6.1. The Academy Council shall contribute to the setting and review of the curriculum but shall have due regard to any views of the Trustees in recognition of the Company's obligation to the Secretary of State to provide a broad and balanced curriculum.
- 5.6.2. The Academy Council shall be responsible for monitoring and challenging the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Trustees as they might issue from time to time.
- 5.6.3. The Academy Council shall contribute to the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the consent of the Trustees.
- 5.6.4. Any decision to expand the Academy shall be that of the Trustees but who shall have due regard to the views of the Academy Council.

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

- 5.7.1. Whilst the undertaking of any activities which would be described as part of the Academy's 'extended schools agenda' or any activities designed to generate business income, would be the responsibility of the Academy Council, this shall only be undertaken in a manner consistent with any policy set by the Trustees and having regard to the viability of such activities, the impact on the Academy's activities and

any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

- 5.7.2. Any proposed activity which may or shall result in establishing a separate trading company shall be reserved to the Trustees.

**5.8. Regulatory matters**

- 5.8.1. The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Trustees but the Academy Council shall do all such things as the Trustees may specify as being necessary to ensure that the Company is meeting its legal obligations.

**6. Operational matters**

- 6.1. The Academy Council shall comply with the obligations set out in the Appendix which deals with the day to day operation of the Academy Council.
- 6.2. The Academy Council will adopt and will comply with all policies of the Trustees communicated to the Academy Council from time to time.
- 6.3. Both the Trustees and all Governors of the Academy Council have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, honesty and objectivity in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 6.4. The Academy Council will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 6.5. The Academy Council shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.
- 6.6. The Academy Council shall submit to any inspections by the Trustees and any inspection by Ofsted.
- 6.7. The Academy Council shall work closely with and shall promptly implement any advice or recommendations made by the Trustees.
- 6.8. In the event that intervention is either threatened or is carried out by the Secretary of State the Trustees expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Academy Council under this Scheme of Delegation in such circumstances.

**7. Conflicts**

- 7.1. In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.

**8. Annual review**

- 8.1. The Scheme of Delegation shall operate from the Effective Date and shall be in respect of each Academy.
- 8.2. The Trustees will have absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provision of it.
- 8.3. In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Academy Councils.