

**Parent Advisory Board  
Scheme of Delegation**

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## 1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, the Lion Education Trust (the “Company”) is governed by a Board of Trustees (the “Trustees”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company referred to collectively as the “Academies”. The School you are supporting (the “Academy”) is one of the academies.
- 1.2 The Trustees are accountable to external government agencies, including the Charity Commission and the Department for Education (and any successor bodies), for the quality of the education they provide; and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3 In order to discharge these responsibilities, the Trustees appoint people to serve on a board of each Academy (the “Parental Advisory Body”) which has been established to ensure the good governance of the Academy. The Parental Advisory Body shall be the “Advisory Body” for the Academy, as required by the Master Funding Agreement entered into between the Company and the Secretary of State for Education (the “Secretary of State”) governing the affairs of the Company (the “Master Funding Agreement” and any annexes and supplemental funding agreements related to that document).
- 1.4 This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Academy and sets out the respective roles and responsibilities of the Trustees and the members of the Parental Advisory Body and their commitments to each other to ensure the success of the Academy.
- 1.5 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 a numbered Article are to the relevant clause of the Articles.

## 2. ETHOS AND MISSION STATEMENT

2.1 The Academy's principles and beliefs as agreed by the members to the Company are as follows:

### **Our Principles and Beliefs are:**

- That all the people and children we work with or within our trust have the right to an outstanding education and development opportunities in order to give them the best life chances irrespective of race, colour, creed or circumstance.
- That all learners we engage with become assessment proficient learners who are able to take ownership and contribute fully to their own learning.
- Lion Education Trust has and develops excellent working partnerships and relationships with governments, local governments, school boards and parents to secure learning as the centre of community transformation.
- Lion Education Trust will develop and nurture links with quality tertiary providers globally so that we have access to the most up to date research and training, that is at the forefront of educational development and transformation.
- We will have the ability to train, develop and support professionals, aspiring professionals and underdeveloped communities at all levels so that they to develop into outstanding practitioners and leaders within their educational contexts.
- As a Trust we are committed to ensuring that we provide up to date and relevant training and development delivered by recognised, accredited bodies and individuals so that we provide only the best opportunities for development.
- Lion Education Trust believes in sharing good and outstanding practice, developing collegiality, and a relentless pursuit of excellence.
- We believe in a "no excuse culture" and that obstacles and barriers both real and perceived can be overcome by clear, strategic and targeted support that creates a culture change.
- The Lion Education Trust will help identified contexts develop and provide strong self -sustainable and self sufficient high quality education solutions to their local communities.

2.2 The Members, Trustees and the Parental Advisory Body recognise their responsibility towards the common good, not just of the Academies for whom the Company is responsible, but of all of the families and communities in the areas served by the Academies.

### 3. TRUSTEES' POWERS AND RESPONSIBILITIES

- 3.1 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 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 as and where required.
- 3.2 The Trustees have a duty to act in the fulfilment of the Company's Object (as set out in Article 4). The Trustees are subject to the oversight of the members (article 93)
- 3.3 Trustees will have regard to the interests of the other Academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy. In light of this, the Parental Advisory Body also acknowledges the desire and obligation on the Trustees to put in place measures to ensure that any Academy for whom the Company is responsible is supported when the need arises.
- 3.4 Article 101 provides for the appointment by the Trustees of committees to which the Trustees may delegate certain of their functions. The Parental Advisory Body of an Academy is a committee formed by the Trustees and derives its power from the Trustees. The Parental Advisory Body is responsible for fulfilling a monitoring and support role in the conduct of an Academy in conjunction with a Principal (Head of School) and any Executive Head or Principal roles associated with the Academy who are responsible for the internal organisation and management of the Academy. The Trustees may also delegate responsibility to the Executive Principal or Principal (Head of School).
- 3.5 The constitution, membership and proceedings of the Parental Advisory Body are determined by the Trustees; and this Scheme of Delegation expresses such matters, as well as acknowledging the authority delegated to the Parental Advisory Body in order to enable the Parental Advisory Body support the performance of the Academy and to fulfil the Academy's function.
- 3.6 To further the Object of the Company more efficiently, the Trustees will pool all resources to ensure greater collaboration across the Trust and Academies and

distribute these resources accordingly. The Parental Advisory Bodies shall be informed of this and support and facilitate such collaboration.

- 3.7 The Trustees also recognise the role that the Academies play in their communities; and the Parental Advisory Body should advise the Trustees how support and patronage can be given by the Academy. The Parental Advisory Body shall ensure that any support is not inconsistent with the Object of the Company and the restrictions on use of its charitable resources or with any advice or restriction placed on the Company by the Trustees or by the Secretary of State. The Parental Advisory Body shall ensure that any formal collaboration or support is appropriately documented and the details approved by the Trustees before being implemented or resources allocated in support of this.

#### 4. **CONSTITUTION OF THE PARENTAL ADVISORY BODY**

##### 4.1 **Members of the Parental Advisory Body**

4.1.1 The number of people with voting rights who shall sit on the Parental Advisory Body shall be not less than three but, unless otherwise determined by the Trustees, shall be subject to a maximum of eleven or as determined by the Trustees from time to time.

4.1.2 The Parental Advisory Body shall have the following members:

4.1.2.1 Two Staff Governors, appointed under clause 4.2.2;

4.1.2.2 the Head of School – i.e. the head teacher of the Academy (the “Principal”);

4.1.2.3 two Parent Governors, elected or appointed under clauses 4.2.5 to 4.2.11;

4.1.2.4 up to six Board Governors, appointed by the Trustees pursuant to clause 4.2.12; and

4.1.2.5 any additional members, if appointed by the Trustees at the request of the Secretary of State pursuant to clause 102(c) of the Master Funding Agreement.

No change to the composition of the Parental Advisory Body shall be made without the explicit written consent of the Trustees.

4.1.3 The Parental Advisory Body may also have up to 3 co-opted members appointed under clause 4.3.

- 4.1.4 The Parental Advisory Body may also have up to three non-voting parents of children currently attending the Academy to attend meetings to provide additional input and views around the Parental Advisory Body's role and impact on standards across the Academy.
- 4.1.5 Any Trustee shall be entitled to serve on the Parental Advisory Body. The Trustees and members of the Trust Executive Team (all or any of them) shall also be entitled to attend any meeting of the Parental Advisory Body and contribute to this meeting as they deem appropriate. Any Trustee attending a meeting of the Parental Advisory Body with the consent and at the direction of the Trustees shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Parental Advisory Body.
- 4.1.6 All persons appointed or elected to the Parental Advisory Body shall give a written undertaking to the Trustees to uphold the Object of the Company and abide by the Code of Conduct agreed by the Trustees for all persons associated with the Trust to adhere to.
- 4.2 **Appointment of members of the Parental Advisory Body**
- 4.2.1 Subject to clause 4.2.1.1, the Parental Advisory Body may appoint, through such process as the Trustees may determine, persons who are employed at the Academy to serve as Staff Governors, provided that the total number of such employees (including the Principal) does not exceed one third of the total number of persons on the Parental Advisory Body. The positions held by those employed at the Academy (e.g. teaching or non-teaching) may be taken into account when considering appointments.
- 4.2.2 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 Parental Advisory Body and agreed with the Trustees in advance of commencing any such processes.
- 4.2.3 The Head of School (Principal) shall be treated for all purposes as an ex-officio member of the Parental Advisory Body.

- 4.2.4 Subject to clauses 4.2.9 and 4.2.11, the Parent Governors shall be elected by parents of registered pupils at the Academy and must be parents of a pupil at the Academy when elected.
- 4.2.5 Except as required by the Trustees, the Parental Advisory Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Governors, including any question of whether a person is a parent of a registered pupil at the Academy.
- 4.2.6 The arrangements made for the election of Parent Governors may provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
- 4.2.7 Where a vacancy for a Parent Governor is required to be filled by election, the Parental Advisory Body shall take such steps as are reasonably practical to secure that every person who is known to it to be a parent of a registered pupil at the Academy is informed of the vacancy, that it is required to be filled by election and that he is entitled to stand as a candidate and to vote at the election, and is given an opportunity to do so.
- 4.2.8 The number of Parent Governors shall be made up by persons appointed by the Parental Advisory Body if the number of parents standing for election is fewer than the number of vacancies.
- 4.2.9 In appointing a person to be a Parent Governor pursuant to clause 4.2.8, the Parental Advisory Body 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.
- 4.2.10 Without prejudice to clause 4.1.4, the Trustees may appoint up to 6 Board Governors to serve for the term specified in clause 4.4.
- 4.3 **Co-opted members of the Parental Advisory Body**
- 4.3.1 The Trustees may appoint up to 3 persons to be “Co-opted” Governors. A person who shall be “Co-opted” to the Parental Advisory Body means a person who is to serve on the Parental Advisory Body without having been appointed or elected to serve on the Parental Advisory Body. The Trustees may not co-opt a person who is employed at the Academy if thereby the number of employees

serving on the Parental Advisory Body (including the Head of School) would exceed one third of the total number of persons serving on the Parental Advisory Body.

#### 4.4 **Term of office**

4.4.1 The term of office for any person serving on the Parental Advisory Body shall be four years, save that this time limit shall not apply to

4.4.1.1 the Head of School (Principal), who will serve for as long as he or she remains in office;

4.4.1.2 persons who are “Co-Opted” to the Parental Advisory Body, who shall serve for 1 year; and

4.5.1.3 Trustees.

4.4.2 Subject to remaining eligible to be a particular type of member of the Parental Advisory Body, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Parental Advisory Body.

#### 4.5 **Resignation and removal**

4.5.1 The Board has an absolute right to remove any person from the Parental Advisory Body, if at the discretion of the Board, this is deemed appropriate or necessary for the continued good governance of the Trust.

4.5.2 A person serving on the Parental Advisory Body shall cease to hold office if he resigns his office by notice to the Parental Advisory Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).

4.5.3 A person serving on the Parental Advisory Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst no reasons need to be given for the removal of a person who serves on the Parental Advisory Body by a person or persons who appointed him, any failure to uphold the values of the Company and/or the Academy or to act in a way which is inappropriate in light of this Scheme of Delegation will be taken into account. A person may also be removed by the Trustees at any time. The Trustees agree to have given due regard to any representations made by the Parental Advisory Body on this matter.

4.5.4 If any person who serves on the Parental Advisory Body in his capacity as an employee at the Academy ceases to work at the



Academy, then he shall be deemed to have resigned and shall automatically cease to serve on the Parental Advisory Body on termination of his work at the Academy.

4.5.5 Where a person who serves on the Parental Advisory Body resigns his office or is removed from office, that person or, where he is removed from office, those removing him shall give written notice thereof to the Parental Advisory Body, which shall inform the Trustees.

#### 4.6 **Disqualification of members of the Parental Advisory Body**

4.6.1 A person serving on the Parental Advisory Body shall cease to hold office if he breaches the agreed Code of Conduct or any policies or procedure which apply to members of Parental Advisory Bodies – including any breaches of confidentiality via publications or statements through any channel or media.

4.6.2 No person shall be qualified to serve on the Parental Advisory Body unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the Parental Advisory Body.

4.6.3 A person serving on the Parental Advisory Body shall cease to hold office if he becomes incapable (by reason of mental disorder, illness or injury) of managing or administering his own affairs.

4.6.4 A person serving on the Parental Advisory Body shall cease to hold office if he is absent without the permission of the chairman from all the meetings of the Parental Advisory Body held within a period of six months and the Parental Advisory Body resolves that his office be vacated.

4.6.5 A person shall be disqualified from serving on the Parental Advisory Body if:

4.6.5.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

4.6.5.2 he is the subject of a bankruptcy restrictions order or an interim order.

4.6.6 A person shall be disqualified from serving on the Parental Advisory Body at any time when he is 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).
- 4.6.7 A person serving on the Parental Advisory Body shall cease to hold office if he 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).
- 4.6.8 A person shall be disqualified from serving on the Parental Advisory Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy or which he by his conduct contributed to or facilitated.
- 4.6.9 A person shall be disqualified from serving on the Parental Advisory Body at any time when he is:
- 4.6.9.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- 4.6.9.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- 4.6.9.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.10 A person shall be disqualified from serving on the Parental Advisory Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.6.11 A person shall be disqualified from serving on the Parental Advisory Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

- 4.6.12 After the Academy has opened, a person shall be disqualified from serving on the Parental Advisory Body if he has not provided to the chairman of the relevant Advisory Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal confirm his unsuitability to work with children, that person shall be disqualified. If a dispute arises as to whether a 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.
- 4.6.13 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Parental Advisory Body and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Parental Advisory Body.
- 4.6.14 This clause 4.6 shall also apply to any member of any committee of the Parental Advisory Body who is not a member of the Parental Advisory Body.

## 5. DELEGATED POWERS

### 5.1 General Provisions

- 5.1.1 Subject to provisions of the Companies Act 2006, the Articles and any directions given by special resolution, the oversight of the adherence to safeguarding principles and practices and the application of defined education-related policies of the Trust at the Academy may be delegated by the Trustees to the Parental Advisory Body. The Parental Advisory Body may exercise the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation and the relevant Terms of Reference for the Parental Advisory Body. No alteration of the Articles and no such direction shall invalidate any prior act of the Parental Advisory Body which would have been valid if that alteration had not been made or that direction had not been given.
- 5.1.2 The Trustees shall determine all policies and procedures of the Academy and consider and respond to matters that affect the running

of the Company or may affect more than one Academy or are significant in respect of an Academy (**Strategic Issues**). The Trustees are free to decide what constitutes a Strategic Issue, having regard to all the circumstances. The following are deemed to be Strategic Issues:

- 5.1.2.1 All matters related to senior staff appointments;
  - 5.1.2.2 Restructuring of local teams and functions;
  - 5.1.2.3 Financial management and budget setting;
  - 5.1.2.4 Procurement of all service contracts and goods;
  - 5.1.2.5 Building and capital works;
  - 5.1.2.6 Training and development;
  - 5.1.2.7 Definition of all operational, safeguarding and pedagogical policies including, but not limited to, defining the curriculum, teaching and assessment frameworks and quality standards for the Academy to adhere to;
  - 5.1.2.8 Matters falling within the power of any other sub-committee of the Trustees; and
  - 5.1.2.9 Any matter notified by the Trustees as being Strategic Issues.
- 5.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Parental Advisory Body and without detracting from the generality of the powers delegated, the Parental Advisory Body shall have the following powers, namely:
- 5.1.3.1 Monitor and evaluate the educational performance of the Academy against the defined criteria established by the Company and Trustees;
  - 5.1.3.2 Monitor and evaluate the safeguarding and wellbeing of all pupils, staff and visitors to the Academy in line with the Health and Safety and operating policies of the Company; and
  - 5.1.3.3 To raise matters for further investigation, consideration or for resources to be allocated to address local issues at the Academy in order to further enhance the quality of teaching and learning and the impact thereof at the Academy.

- 5.1.4 In the exercise of its powers and functions, the Parental Advisory Body will give primacy to any advice given by the Head of School (Principal) and any other executive officer as well as the Trustees.
- 5.1.5 No monies of the Company (whether or not authority to expend has been devolved to the Parental Advisory Body) shall be paid into any bank account other than a bank account authorised by the Trustees.

## 5.2 **Ethos and Values**

- 5.2.1 Whilst the Parental Advisory Body shall be responsible for ensuring that the Academy is conducted in accordance with the defined ethos and values set out in clause 2, the determination of the Academy's ethos and mission statement shall be the sole responsibility of the Members.
- 5.2.2 At all times, the Trustees and the Parental Advisory Body shall ensure that the Academy is conducted in accordance with the Object of the Company and any agreement entered into with the Secretary of State for the funding of the Academy.
- 5.2.3 The Parental Advisory Body agrees to work to ensure that the defined Vision and Ethos of the Trust is applied consistently and rigorously across the Academy at all times and to support any amendments proposed by Members from time to time.

## 5.3 **Finance**

- 5.3.1 In acknowledgement of the receipt by the Trustees of funds relating to the Academy provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Parental Advisory Body acknowledges the support provided by the Trustees and the need for the Trustees to incur certain costs in undertaking their functions and meeting their responsibilities, in particular in relation to:
  - 5.3.1.1 the production of corporate accounts for the Company and the auditing of those accounts;
  - 5.3.1.2 ensuring appropriate insurances are in place and implementing a suitable risk management strategy;
  - 5.3.1.3 the functions of the Responsible Officer and any other persons (required for the purposes of the Master Funding Agreement); and
  - 5.3.1.4 other central services and functions provided by Trustees.

- 5.3.2 The creation and administration of the accounts of the Company and Academy shall be the sole responsibility of the Trustees.
- 5.3.3 The Parental Advisory Body shall ensure that, no actions or activities of the Academy contravene the requirements of the Academies Financial Handbook and the Master Funding Agreement, which are to be observed at all times, as well as any requirements and recommendations of the Trustees and the Secretary of State. For the avoidance of doubt, the Parental Advisory Body acknowledges the restriction on borrowing contained in the Master Funding Agreement.
- 5.3.4 The Parental Advisory Body shall adopt the risk management strategies for the operation of the Academy from the Company, which shall be in writing.
- 5.3.5 The Trustees acknowledge the Parental Advisory Body's right and intention to seek to raise voluntary (i.e. non-grant) funds (including any restricted funds) for purposes for at the Academy. All such funds raised will be subject to oversight and management by the Company and Trustees, to ensure the deployment of these are within the Object of the Company. Proper accounts shall be kept by the Company, showing the receipt and use of such funds and the extent to which such funds are restricted, in view of the obligation on the Company to note these funds separately in the accounts of the Company.
- 5.4 **Pedagogy and Standards**
- 5.4.1 The Parental Advisory Body shall have regard at all times to application and adherence to the teaching and learning strategies and policies defined by the Trustees for the Academy. The Parental Advisory Body will work to hold the Principal and Academy staff to account for meeting the standards defined for the Academy in line with the Company's objectives and strategic ambitions for educational performance.
- 5.4.2 The Parental Advisory Body will ensure that the delivery of teaching and learning matches the parameters defined in the key Reading, Writing and Mathematics Strategy documents produced by the Trustees at all times and will report on any deviance or variation from these to the relevant Committee of the Board following each review cycle.

- 5.4.3 The Parental Advisory Body and Trustees will work together to ensure that the progress achieved by every pupil in the Academy is optimised and that the Academy is working to achieve an “Outstanding” judgement from Ofsted or, once achieved, is working to maintain and improve of this performance at all times.
- 5.4.4 The Parental Advisory Body shall be responsible for the standards achieved by the Academy and pupils attending the Academy and shall report regularly to the Trustees on those standards. The Parental Advisory Body shall follow any advice and recommendations issued by the Trustees from time to time with regard to raising standards.
- 5.4.5 Any decision to expand the Academy shall be that of the Trustees, who shall nonetheless have regard to the views of the Parental Advisory Body.

## 5.5 Premises

- 5.5.1 The Parental Advisory Body shall have regard at all times to the safety of the users of the buildings and facilities and to the legal responsibilities of the Trustees (and/or any others) as owners of such buildings and facilities.
- 5.5.2 The Parental Advisory Body will actively monitor and oversee the application of all safe-guarding policies and practices at the Academy – including but not limited to the participating in link visits to the Academy to review safe-guarding in operation, participating in any required training on a periodic basis and reviewing any incidents or issues that arise and that are reported to the Parental Advisory Body for consideration.
- 5.5.3 The responsibility for any disposals or acquisitions of land to be used by the Academy shall be the sole responsibility of the Trustees.
- 5.5.4 Insuring the land and buildings used by the Academy shall be the responsibility of the Trustees.

## 5.6 Resources

### 5.6.1 Principal

- 5.6.1.1 The Trustees shall appoint the Head of School (Principal) and any other post with senior leadership responsibilities. The Trustees may delegate such powers and functions as they consider are required by the Head of School (Principal)

for the internal organisation, management and control of the Academy (including the implementation of all policies and for the direction of the teaching and curriculum at the Academy approved by the Trustees.

#### 5.6.2 **Other Staff**

5.6.2.1 The Parental Advisory Body shall be responsible for the appointment and management of all other staff to be employed at the Academy, provided that the Parental Advisory Body shall:

5.6.2.1.1 comply with all staff policies issued by the Trustees from time to time;

5.6.2.1.2 take account of any pay terms set by the Trustees;

5.6.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees;

5.6.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;

5.6.2.1.5 manage any claims and disputes with staff members, having regard to any advice and recommendations given by the Trustees.

5.6.2.2 The Parental Advisory Body shall carry out, or delegate to the Head of School (Principal) and/or a committee as appropriate, the performance management of staff and shall put in place procedures for the proper professional and personal development of staff. The Trustees, in consultation with the Parental Advisory Body, shall manage the performance of the Head of School (Principal).

#### 5.7 **Business Activities**

5.7.1 The Parental Advisory Body shall be responsible for undertaking any activities as part of the Academy's "extended schools agenda" or any activities designed to generate business income, but only 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 taxation in the light



of the Company's charitable Object and any threat to funding provided by the Secretary of State.

**5.8 Regulatory Matters**

5.8.1 Responsibility for the satisfaction and observance of all regulatory and legal matters shall lie with the Trustees; but the Parental Advisory Body 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 Parental Advisory Body shall comply with the obligations set out in the Schedule, which deals with the day-to-day operation of the Parental Advisory Body.

6.2 The Parental Advisory Body shall adopt and comply with all policies of the Trustees communicated to it from time to time.

6.3 Both the Trustees and members of the Parental Advisory Body have a duty to act independently and not as agents of those who have appointed them and will act with integrity, objectivity and honesty as defined in the Nolan Principles and in the best interests of the Company and the Academy. They shall be open about decisions and prepared to justify them, except in so far as any matter may be considered confidential.

6.4 The Parental Advisory Body 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.

6.5 The Parental Advisory Body shall submit to any inspections by the Trustees or their appointed agents to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.

**7. ANNUAL REVIEW**

7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the Academy.

7.2 Pursuant to the company principles and beliefs, Trustees shall have absolute discretion to review this Scheme of Delegation at least annually and to alter any provisions in it.

## 8. INTERVENTION AND REMOVAL OF DELEGATED RESPONSIBILITY

- 8.1 The Parental Advisory Body shall promptly implement any advice or recommendations made by the Trustees in the event that intervention is either threatened or carried out by the Secretary of State or deemed necessary by the Trustees following a review of performance, standards, operational effectiveness or the behaviour and conduct of the Parental Advisory Body at any time; and the Trustees expressly reserve the unfettered right in such circumstances to review or remove any power or responsibility conferred on the Parental Advisory Body under this Scheme of Delegation.
- 8.2 For the avoidance of doubt, this includes the immediate dissolution of the Parental Advisory Body and the replacement of this by an Interim Executive Board, the membership of which will be populated entirely by persons nominated by the Trustees to oversee any remedial actions or programmes for the benefit of the Academy and the staff and pupils therein.
- 8.3 Should the Trustees believe such a measure is required or indicated, the decision will be communicated in writing to all existing members of the Parental Advisory Body and will take place with immediate effect – that is, from the date the decision to dissolve the Parental Advisory Body is made to members via written correspondence. The transmission of such notice may be made by email or postal delivery or both and remains the sole discretion of the Trustees in this instance.
- 8.4 Notwithstanding clause 8.1 and 8.2, the Trustees and the Parental Advisory Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Company and the impact this is intended to have on driving performance and standards across the Academy. The Trustees and Parental Advisory Body acknowledge that the purpose of the structures in place are to work jointly to achieve the best possible educational outcomes for pupils and to focus on achieving this at all times.
- 8.5 In the instance where the Trustees have to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy and possibly the Company itself to a threat of intervention, the Trustees and the Parental Advisory Body in such circumstances make the following commitments to each other:

- 8.5.1 to discuss openly any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
- 8.5.2 to discuss openly the possibility of dissolution of the Parental Advisory Body and the creation of an Interim Executive Body to replace this;
- 8.5.3 to use reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures in a timely and effective manner; and
- 8.5.4 to allow each other the opportunity to effect improvements at the Academy within agreed timescales, through directions to be issued to persons appointed either by the Parental Advisory Body or by the Trustees (including the Head of School / Principal) in relation to the governance of the Academy.

## SCHEDULE 1

### FUNCTIONING OF THE PARENTAL ADVISORY BODY

1. **CHAIRMAN AND VICE-CHAIRMAN OF THE PARENTAL ADVISORY BODY**
  - 1.1 The members of the Parental Advisory Body shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of election already a Trustee of the Company shall be eligible for election as chairman or vice-chairman.
  - 1.2 Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
  - 1.3 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Parental Advisory Body. The chairman or vice-chairman shall cease to hold office if:
    - 1.3.1 he ceases to serve on the Parental Advisory Body;
    - 1.3.2 he is employed by the Company, whether or not at the Academy;
    - 1.3.3 he is removed from office in accordance with this Scheme of Delegation; or
    - 1.3.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
  - 1.4 Where, by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the members of the Parental Advisory Body shall at its next meeting elect one of their number to fill that vacancy.
  - 1.5 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
  - 1.6 Where, in the circumstances referred to in paragraph 1.5, the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Parental Advisory Body shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall be neither a person who is employed by the Company (whether or not at the Academy) nor a Trustee.
  - 1.7 A Trustee shall act as chairman during that part of any meeting at which the chairman is elected.

- 1.8 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.9 The chairman or vice-chairman may only be removed from office by the Trustees (at any time) or by the Parental Advisory Body in accordance with this Scheme of Delegation.
- 1.10 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Parental Advisory Body shall not have effect unless:
  - 1.10.1 it is confirmed by a resolution passed at a second meeting of the Parental Advisory Body held not less than fourteen days after the first meeting; and
  - 1.10.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.11 Before a resolution is passed by the Parental Advisory Body at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.
- 1.12 Should a conflict arise around the necessary steps to be taken or should the Parental Advisory Body not be able to reach a consensus view on how to proceed, the matter shall be referred to the Trustees for their decision which shall be final and binding on all parties.

## 2. **CONFLICTS OF INTEREST**

- 2.1 Any member of the Parental Advisory Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Parental Advisory Body shall disclose that fact to the Parental Advisory Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Parental Advisory Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any other duty or any personal interest (including but not limited to any Personal Financial Interest).

- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is 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.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of the Parental Advisory Body and the Principal or any sub-committee of the Parental Advisory Body shall be referred to the Trustees for their determination.

### 3. THE MINUTES

- 3.1 The minutes of the proceedings of a meeting of the Parental Advisory Body shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Parental Advisory Body and shall be signed (subject to the approval of the members of the Parental Advisory Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
  - 3.1.1 all appointments of officers made by the Parental Advisory Body; and
  - 3.1.2 all proceedings at meetings of the Parental Advisory Body and of sub-committees of the Parental Advisory Body including the names of all persons present at each such meeting.
- 3.2 The chairman shall ensure that copies of minutes of all meetings of the Parental Advisory Body (and such of the sub-committees as the Trustees shall from time to time notify) shall be provided to the Trustees as soon as reasonably practicable after those minutes are approved.

### 4. SUB-COMMITTEES

- 4.1 Subject to this Scheme of Delegation, the constitution, membership and proceedings of any sub-committee shall be determined by the Trustees.
- 4.2 The establishment, terms of reference, constitution and membership of any sub-committee shall be reviewed at least once in every twelve months.
- 4.3 The membership of any sub-committee may include persons who do not also serve on the Parental Advisory Body, provided that a majority of the members of any such sub-committee shall be members of the Parental Advisory Body or Trustees.

## 5. DELEGATION

- 5.1 Provided such power or function has been delegated to the Parental Advisory Body, the Parental Advisory Body may further delegate to any person serving on the Parental Advisory Body, sub-committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Trustees or the Parental Advisory Body may impose and may be revoked or altered. The terms of reference for any sub-committee of the Parental Advisory Body shall be consistent with any policy or statement of recommended practice issued from time to time by the Trustees.
- 5.2 Where any power or function of the Trustees or the Parental Advisory Body is exercised by any sub-committee, Trustee or member of the Parental Advisory Body, the Principal or any other holder of an executive office, that person or sub-committee shall report to the Parental Advisory Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Parental Advisory Body immediately following the taking of the action or the making of the decision.

## 6. MEETINGS OF THE PARENTAL ADVISORY BODY

- 6.1 Subject to this Scheme of Delegation, the Parental Advisory Body will regulate its operation in line with the defined calendar of meetings, visits and events as stipulated by the Company and agrees to work with the Trustees at all times to support the production of timely meetings and notices of outcomes for use by the Company in support of all regulatory and statutory functions.
- 6.2 The Parental Advisory Body shall meet at least three times in every school year. Meetings of the Parental Advisory Body are solely convened by the clerk to the Parental Advisory Body in accordance with the defined calendar of meetings or where an extraordinary meeting of the Parental Advisory Body has been agreed to by the Trustees. In exercising his functions under this Scheme of Delegation, the clerk shall comply with any direction:
- 6.2.1 given by the Trustees or the Parental Advisory Body; or
- 6.2.2 given by the chairman of the Parental Advisory Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Parental Advisory Body, so far as such direction

is not inconsistent with any direction given as mentioned in 6.2.1 above.

- 6.3 Any three members of the Parental Advisory Body may, by notice in writing given to the clerk, requisition a meeting of the Parental Advisory Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.4 Each member of the Parental Advisory Body shall be given at least seven clear days before the date of a meeting:
- 6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the Parental Advisory Body at the address provided by each member from time to time; and
- 6.4.2 a copy of the agenda for the meeting.
- provided that, where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5 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.
- 6.6 All meetings of the Parental Advisory Body may only take place on the designated Academy site or location stipulated by the Trustees and all meetings are required to be clerked and minuted by the designated agents of the Trustees, appointed for this express purpose. Any informal meetings undertaken by members of the Parental Advisory Body risk discussing confidential matters in an inappropriate forum which may lead to breaches of data security and confidentiality and may lead to the remedial actions set out in 8.1 and 8.2 above.
- 6.7 A resolution to rescind or vary a resolution carried at a previous meeting of the Parental Advisory Body shall not be proposed at a meeting of the Parental Advisory Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.8 A meeting of the Parental Advisory Body shall be terminated forthwith if:
- 6.8.1 the members of the Parental Advisory Body so resolve; or



- 6.8.2 the number of members present ceases to constitute a quorum for a meeting of the Parental Advisory Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.9 Where in accordance with paragraph 6.7 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.
- 6.10 Where the Parental Advisory Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Parental Advisory Body 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 shall direct the clerk to convene a meeting accordingly.
- 6.11 Subject to paragraph 6.12, the quorum for a meeting of the Parental Advisory Body, and any vote on any matter thereat, shall be any three members of the Parental Advisory Body or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Parental Advisory Body at the date of the meeting. At least one Trustee must be present for a quorum.
- 6.12 The Parental Advisory Body may act notwithstanding any vacancies on its board; but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.13 The quorum for the purposes of:
- 6.13.1 appointing a Parent Governor,
  - 6.13.2 any vote on the removal of a person in accordance with this Scheme of Delegation; or
  - 6.13.3 any vote on the removal of the chairman of the Parental Advisory Body
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters. At least one Trustee must be present for a quorum.
- 6.14 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Parental Advisory Body shall be determined by a majority of the

- votes of the persons present and entitled to vote on the question. Every member of the Parental Advisory Body shall have one vote.
- 6.15 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.16 The proceedings of the Parental Advisory Body shall not be invalidated by
- 6.16.1 any vacancy on the board; or
- 6.16.2 any defect in the election, appointment or nomination of any person serving on the Parental Advisory Body.
- 6.17 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Parental Advisory Body or of a sub-committee of the Parental Advisory Body, shall be valid and effective as if it had been passed at a meeting of the Parental Advisory Body or (as the case may be) a sub-committee of the Parental Advisory Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members.
- 6.18 Subject to paragraph 6.18, the Parental Advisory Body shall ensure that a copy of:
- 6.18.1 the agenda for every meeting of the Parental Advisory Body;
- 6.18.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- 6.18.3 the signed minutes of every such meeting; and
- 6.18.4 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.
- 6.19 There may be excluded from any item required to be made available in pursuance of paragraph 6.17 any material relating to:
- 6.19.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
- 6.19.2 a named pupil at, or candidate for admission to, the Academy; and
- 6.19.3 any matter which, by reason of its nature, the Parental Advisory Body is satisfied should remain confidential.
- 6.20 Any member of the Parental Advisory Body shall be able to participate in meetings of the Parental Advisory Body by telephone or video conference provided that:

6.20.1 he has given notice of his intention to do so, detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

6.20.2 the Parental Advisory Body 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 that it is otherwise quorate.

## 7. NOTICES

7.1 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 Parental Advisory Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, “address” in relation to electronic communications includes a number or address used for the purposes of such communications.

7.2 A notice may be given by the Parental Advisory Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Parental Advisory Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Parental Advisory Body an address within the United Kingdom at which notices may be given to him or an address to which notices may be sent using electronic communications shall be entitled to have notices given to him at that address; but otherwise no such member shall be entitled to receive any notice from the Parental Advisory Body.

7.3 A member of the Parental Advisory Body present, either in person or by proxy, at any meeting of the Parental Advisory Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

7.4 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.

## 8. INDEMNITY

- 8.1 Subject to the provisions of the Companies Act 2006, every member of the Parental Advisory Body 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 him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.