

# CHULMLEIGH ACADEMY TRUST

# GOVERNANCE POLICY

*Adopted by the BoD: 12 December 2012*

# Chulmleigh Academy Trust

## Governance Policy

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## **1. Introduction**

The traditional governing body of a maintained school has a governance framework which is supported by a range of statutory provisions, regulations, local authority procedures and protocols, and extensive guidance from the Department for Education. The vast majority of this material does not apply to academies, and the purpose of this policy is to establish a framework to replace those elements of the pre-existing framework which ceased to apply upon conversion to academy status.

## **2. The Role of the Board of Directors and the Executive Headteacher**

2.1 The key role of the Board of Directors is to oversee the direction and conduct of the Chulmleigh Academy Trust (the Academy) with a view to promoting high standards of educational achievement and securing the welfare of its pupils. It does this by working closely with the Executive Headteacher, and the Academy recognises that clarity in relation to the role of the Board of Directors and the role of the Executive Headteacher is essential. Chulmleigh Academy Trust endorses the provisions of the Education (School Government) (Terms of Reference) (England) Regulations 2000 which establish the governing body's role as a strategic one, complementing the Headteacher's operational role.

2.2 Although the provisions of these Regulations are not binding on academies, the Directors of Chulmleigh Academy Trust have chosen voluntarily to adopt these provisions and the following is hereby agreed:

### **2.2.1 The Strategic Role of the Board of Directors**

2.2.1.1 The role of the Board of Directors of Chulmleigh Academy Trust is a largely strategic one, and its main functions are as follows:

2.2.1.2 To establish a strategic framework for the Academy (consisting of the Academy's aims, objectives, policies and targets), taking into account advice given by the Executive Headteacher;

2.2.1.3 To monitor and evaluate progress towards achieving the aims, objectives and targets of the Academy and to review the strategic framework in light of that progress;

2.2.1.4 To act as a critical friend to the Executive Headteacher, supporting him and providing him with constructive criticism.

### **2.2.2 The Operational Role of the Executive Headteacher**

2.2.2.1 The Executive Headteacher has a largely operational role, and shall facilitate the Board of Directors' role by:

2.2.2.2 formulating the Academy's aims, objectives, policies and targets, and presenting these to the Board of Directors for approval, amendment or rejection;

2.2.2.3 Providing advice to the Board of Directors;

- 2.2.2.4 Reporting to the Board of Directors on the progress towards achieving the aims, objectives and targets;
- 2.2.2.5 Implementing the strategic framework set out by the Board of Directors and dealing with the day-to-day management of the schools

### **2.3 Establishing, Implementing and Monitoring the Strategic Framework**

The roles of the Board of Directors and the Executive Headteacher as detailed in the above paragraphs shall be carried out in the following way:

#### **2.3.1 Establishing the Strategic Framework**

- 2.3.1.1 It is the Executive Headteacher's responsibility to formulate proposals relating to the aims, objectives, policies and targets of the Academy and to present these to the Directors, and it is the responsibility of the Directors to consider and question these proposals and decide as a body whether to approve, amend or reject these proposals, taking into account the advice of the Executive Headteacher.
- 2.3.1.2 The Directors may make minor amendments to such proposals, but if amendments are required which are of a substantial nature, the Board shall ask the Executive Headteacher to re-formulate the proposals, taking into account the amendments required.
- 2.3.1.3 In order to maintain clarity and objectivity, Directors will not normally be involved in the detailed formulation of proposals, though Directors may specify strategic parameters within which the proposals shall be formulated by the Executive Headteacher.

#### **2.3.2 Implementing**

It shall be the Executive Headteacher's responsibility to implement the proposals once approved by the Board of Directors.

#### **2.3.3 Monitoring**

- 2.3.3.1 The Board of Directors will monitor progress towards achieving the aims, objectives and targets set out in the strategic framework, and will monitor and review the operation of the policies adopted, with a view to reviewing the strategic framework as necessary.
- 2.3.3.2 Directors are encouraged to visit the schools on a regular basis in line with the Academy's Directors' Visits policy. However, Directors are not responsible for collecting monitoring data themselves: it is the Executive Headteacher's responsibility to provide the Board of Directors with the information the Directors need in order to review and evaluate progress, and to be confident that the Executive Headteacher is meeting his delegated and other responsibilities.

2.3.3.3 Directors should always feel that they have enough information to be confident about the decisions they are making in terms of the strategic framework and if they do not so feel, they shall make this clear to the Executive Headteacher.

## **2.4 Acting as a Critical Friend**

2.4.1 The Directors shall act as a critical friend to the Executive Headteacher which shall include but not be limited to the following:

2.4.1.1 Support: the Directors shall have an obligation to support the Executive Headteacher, but this shall not be unquestioning, uncritical support, and Directors shall constructively and courteously challenge and question the Executive Headteacher as a corollary to providing that support.

2.4.1.2 Constructive Criticism: the Directors shall provide the Executive Headteacher with constructive, considered criticism where appropriate. Directors should feel free to make their feelings known to the Executive Headteacher, which should be done courteously and professionally at all times. If the Directors wish to do so, they may deliver such constructive criticism through the Chair of Directors.

## **3. The Chair of the Board of Directors**

### **3.1 The Role of the Chair**

The Chair of the Board of Directors has a pivotal role, and his main responsibilities include:

3.1.1 Giving a clear lead in organising the Board of Directors' work. This involves knowing the shared vision of the Academy, and ensuring that a real strategic partnership exists between the Board of Directors and the Senior Leadership Team;

3.1.2 Delegating roles and ensuring other Directors are fully involved. The Chair is not able to delegate authority to Directors, but the Chair plays a lead role in ensuring that all Directors are fully involved and that individual Directors' skills are put to best use in carrying out the business of the Board of Directors;

3.1.3 Managing meetings effectively. The Chair will ensure that the best use of time is made in connection with Directors' meetings, and will ensure that they are run in accordance with the protocols detailed in this policy;

3.1.4 Holding regular meetings with the Executive Headteacher. The relationship between the Chair and the Executive Headteacher is one of the most important factors in the success of the Academy, and it is the Chair's and the Executive Headteacher's responsibility to build a level of mutual trust and understanding between the Board of Directors and the Executive Headteacher;

3.1.5 Keeping other Directors fully informed. The Chair will work with the Executive Headteacher and the Company Secretary to ensure that the Board of Directors is kept well informed about progress;

- 3.1.6 Co-operating with third parties to support Academy improvement. The Chair shall act as the Board of Directors' representative with third parties such as staff, pupils, parents, the Diocese, the local community and other local and national agencies.

### **3.2 The Chair's Emergency Powers**

The Chair shall have powers to make decisions on behalf of the Board of Directors in the event of an emergency. The Education (School Government) (England) Regulations 1999 grant such powers to chairs of governing bodies of maintained schools, but these Regulations do not apply to academies, and in order to mirror these provisions the Board of Directors has agreed that the Chair of the Board of Directors (or the Vice-Chair if the Chair is not available) may exercise any function of the Board of Directors which is capable of being delegated by the Board BUT ONLY IF:

- 3.2.1 a delay in exercising that function would be likely to be seriously detrimental to the interests of the Academy, or to the interests of any pupil registered at a school of the Academy, or their parent, or a person employed by the Academy; AND
- 3.2.2 it is not reasonably practicable to call a meeting of the Board of Directors (or a Committee to which the function has been delegated) in time to deal with the circumstances in question.

### **3.3 Election of the Chair of the Board of Directors**

In accordance with the Articles of Association, the Directors are obliged to appoint a Chair of Directors in the first meeting of each academic year, or in the event of a vacancy arising, and it is hereby agreed that the following process will be adopted:

- 3.3.1 The Company Secretary will notify the Directors of a date by which nominations for the position of Chair must be notified to the Company Secretary (which shall be in time for the nominees' names to be added to the agenda for the meeting at which the vote will take place).
- 3.3.2 Any Directors who wish to stand for the position of Chair must inform the Company Secretary of their intention to stand no later than the date stipulated by the Company Secretary and the Company Secretary will add those names to the agenda.
- 3.3.3 Nominations for the position of the Chair will be accepted at the meeting only if no candidates were named as nominees on the agenda.
- 3.3.4 At the meeting, the Company Secretary shall take the chair for the purpose of carrying out the election of the Chair
- 3.3.5 In the event that more than one candidate is nominated, all candidates shall be given the opportunity to present their case for appointment to the Board at the meeting, and for other Directors to ask questions.
- 3.3.6 All candidates nominated shall leave the room, and the remaining Directors shall record their preferred candidate on paper and hand it to the Company Secretary who shall

count the votes and announce the result. There shall be no discussion or comparison of the candidates' merits in their absence.

3.3.7 In the event of a tie, the Company Secretary shall not have a casting vote, but the ballot will be held again. In the event of a second tie, the nominated candidates shall draw lots.

3.3.8 The newly elected chair will take over the meeting as chair and conduct the election of the vice-chair, which will follow the same procedure as above, save that the vote for election of the vice-chair shall not be by secret ballot unless a majority of Directors so request.

## **4. The Directors**

### **4.1 Categories of Director**

The categories of Directors are laid out in the Articles of Association and as they are constitutionally fixed, are not repeated here. However, the following procedural points are noted:

4.1.1 Parent Directors: the Academy is required to have a minimum of two parent Directors, where possible elected by parents of pupils registered at schools within the Academy. The Directors have decided that every effort will be made to maintain one primary school parent Director and one secondary school parent Director. Accordingly, when a vacancy arises:

4.1.1.1 an invitation for candidates for the position of parent Director will initially be extended only to the parents of pupils registered at the primary schools or the secondary school, as the case may be;

4.1.1.2 if no candidates are nominated, the invitation will be repeated, but to include parents of all pupils registered at schools within the Academy;

4.1.1.3 if no candidates are nominated after the second invitation expires, the Directors will make all reasonable efforts to appoint a Director who is a parent of a child of school age.

4.1.2 Staff Directors: the Academy is permitted (but not required) to have up to two staff Directors appointed by the Members. The Members have decided that

4.1.2.1 staff Directors will be elected for nomination by their peers wherever reasonably possible;

4.1.2.2 there will be no stipulation as to whether the staff Director to be elected must be a member of teaching staff or support staff, or as to whether they must work at a primary or secondary school unless in the Directors' view such a stipulation is desirable, in which case they shall impose such restrictions as they consider appropriate;

4.1.2.3 Staff Directors are not eligible to act as Chair of the Board of Directors, but are eligible to act as Chairs of Committees.

## **4.2 Directors' Decisions**

The Directors agree that:

- 4.2.1 Any decision the Board makes is a group decision. A Director may vote against a proposal (and is expected to do so if they do not agree with the proposal) and a Director may request that his or her objection be noted in the minutes. However, once a decision has been made, the Board will stand behind that decision as a united body.
- 4.2.2 Parent and Staff Directors are present on the Board as being representative of the groups which elected them. However, these Directors are in place to bring valuable parental and staff perspectives to the Board, not to act as delegates or "go-betweens" for their peers, and should always vote in accordance with their own views, not in accordance with what they perceive to be their peers' views.
- 4.2.3 If approached by a parent, staff member or other third party, Directors should make it clear that they have no power to make individual decisions on behalf of the Board, and Directors should never become involved in individual matters, as this could jeopardise the appropriate complaints and appeals procedures which the Academy has in place.

## **4.3 Developmental Meetings**

The Board of Directors shall aim to meet at least three times a year for developmental purposes (which shall cover issues such as training, receipt of updates, briefings from SLT, team-building etc).

## **4.4 Directors' Communications**

In connection with Directors' communications, the following is agreed:

### **4.4.1 Directors and Third Parties:**

- 4.4.1.1 Directors are representatives of the Academy, and also of the Board of Directors. While Directors have no authority to make decisions on behalf of the Board (unless such authority has been expressly delegated by the whole Board), a third party may be entitled to rely upon statements made by a Director and the Board may be bound by those statements even if the Director in question had no authority to make them. This should be borne in mind by all Directors at all times. Accordingly, Directors should make no promises or assurances without the Board's approval and should avoid expressing personal opinions in communication with third parties.
- 4.4.1.2 Directors should be mindful of the requirements of the Companies Act 2006 when sending written communications relating to the business of the Academy and should ensure that the company name, registered number and registered office address appear on all written business communications, including emails. Any questions in relation to this should be addressed to the Company Secretary
- 4.4.1.3 Directors' meetings are open to the public and the Academy's Directors have a positive obligation to be open and transparent. However, if Directors are in receipt of information of a genuinely confidential nature (as detailed in paragraph 6.4.2 of this policy) they shall take all reasonable steps to maintain confidentiality and shall

immediately inform the Chair of the Board of Directors in the event of any breach (inadvertent or otherwise) of this obligation.

4.4.1.4 Directors are representatives of the Academy and should be polite, respectful and courteous in all dealings with third parties.

4.4.1.5 Any correspondence (including emails) received by a Director which may be considered to be a complaint should be acknowledged without an opinion being expressed and sent immediately to the Company Secretary.

#### **4.4.2 Directors and Parents**

4.4.2.1 The points detailed above relating to communications with third parties also apply to communications with parents.

4.4.2.2 Directors are actively encouraged to attend parents' forums, PTA meetings, school events and otherwise to engage with parents.

4.4.2.3 Parents are actively encouraged to attend all Directors' meetings (though may be asked to leave the room if matters of confidentiality are being discussed).

4.4.2.4 Directors should not become involved in matters relating to an individual child (except where they are part of a committee expressly formed for that purpose) and should not make promises or assurances or express an opinion to a parent in relation to matters involving individual children.

#### **4.4.3 Directors and Employees**

4.4.3.1 Directors have a strategic role and have delegated day-to-day management of the schools to the Executive Headteacher. Accordingly, Directors should not become involved in individual employment related matters (except where they are part of a committee expressly formed for that purpose) and should not criticise, instruct, advise or otherwise become involved in the management of any individual employee.

4.4.3.2 Directors should bear in mind the requirements of the Directors' Visits Policy when in contact with employees, and (with the exception of the members of the Senior Leadership Team and the Company Secretary) should not make formal contact with employees to discuss specific matters except with the Executive Headteacher's prior approval.

4.4.3.3 A good working relationship with the Senior Leadership Team is essential to the role of the Directors, and (subject to paragraph 4.4.3.5) Directors should feel free to contact any member of SLT directly to assist them (the Directors) in carrying out their role. The Executive Headteacher's prior approval is not required for contact with members of SLT, but Directors should inform the Executive Headteacher that contact has been made and (briefly) the nature of the matter being discussed.

4.4.3.4 Directors are not required to inform the Executive Headteacher of any contact they may have with the Company Secretary, and may request that the Company Secretary maintain absolute confidentiality in respect of matters discussed. However, Directors should be mindful of the Company Secretary's fiduciary duties respectively to the Board,

the Members and the Academy and should avoid asking the Company Secretary to maintain confidentiality where this may lead to the Company Secretary suffering a conflict of interest: as a general rule (to which there may be exceptions), Directors should not ask the Company Secretary to withhold information from fellow directors unless the information is of a personal nature or relates to matters which may be the subject of appeals to be heard by fellow directors.

4.4.3.5 Directors should contact the Executive Headteacher if there are any difficulties or concerns in respect of any employee (including members of SLT or the Company Secretary) and should not discuss such issues directly with the employee.

#### **4.4.4 Directors and Directors**

4.4.4.1 Communications between fellow directors should be respectful, courteous and professional.

4.4.4.2 Directors have a fiduciary responsibility to the Academy to act in an open and transparent way, and any concerns Directors have should be shared with the full Board of Directors or (if preferred) with the Chair of the Board of Directors in the first instance; if a Director feels unable to discuss the matter with the Chair they may discuss such concerns with the Vice-Chair. If such concerns are raised with the Chair (or the Vice-Chair as the case may be) that person shall take such reasonable steps as are necessary to resolve the Director's concerns; in the event that a Director's concerns remain unresolved, these should be discussed with the whole board of Directors, and Directors are reminded of their right to requisition a meeting in accordance with Article 110 of the Academy's Articles of Association.

4.4.4.3 Any information which the Directors wish to share with their fellow directors should be included as an agenda item within an appropriate meeting (if discussion is required) or sent to the Company Secretary for distribution (if no discussion is required).

#### **4.5 Code of Practice**

The Directors hereby adopt the Code of Practice detailed at Appendix 1, which is based on the model produced for governors of academies by the National Governors' Association

### **5. The Company Secretary**

The constitution of the Academy does not require the Academy to appoint a Clerk. Instead, the Articles of Association require that the company appoint a secretary, and any reference to "Clerk" in any Academy policy, external regulation, correspondence or other document shall be taken to be a reference to the Company Secretary.

5.1 This policy should be read in conjunction with any job description in place in respect of the Company Secretary from time to time. Generally, however, it is agreed that the Company Secretary shall:

5.1.1 Convene the meetings of the Board of Directors and the Committees

- 5.1.2 Attend the meetings and take minutes. If the Company Secretary is unable to attend a meeting the Directors shall appoint another Director (but not the Executive Headteacher) to act as Secretary for the purposes of that meeting
- 5.1.3 Maintain a register of Directors
- 5.1.4 Maintain a register of attendance by Directors at meetings
- 5.1.5 Maintain the Academy's statutory registers
- 5.1.6 Ensure minutes are filed with the statutory registers
- 5.1.7 File the Annual Return and other statutory forms at Companies House
- 5.1.8 Provide advice to Directors in relation to the Academy's constitution
- 5.1.9 Act as a Complaints Officer, which shall include:
  - 5.1.9.1 Receiving and acknowledging expressions of dissatisfaction from third parties (a complaint by an employee will normally be considered a grievance and dealt with under the appropriate procedure)
  - 5.1.9.2 Determining whether the complaints procedure needs to be invoked and taking any necessary steps in that respect
  - 5.1.9.3 Ensuring that the appropriate person is notified of the complaint (which will usually be the Executive Headteacher or his nominee, unless the complaint relates to the actions or omissions of the Executive Headteacher, in which case the Company Secretary will bring the complaint to the attention of the Chair of Directors).
- 5.2 In addition, the Company Secretary shall:
  - 5.2.1 Carry out the duties of the Secretary as specified in the Articles of Association
  - 5.2.2 Carry out the statutory duties of a Company Secretary of a private limited company

## **6. Meetings – before, during and after**

In respect of the meetings of the Directors, the following is agreed:

### **6.1 Directors can expect:**

- 6.1.1 Other Directors to attend regularly and be punctual;
- 6.1.2 an agenda and relevant documents to reach them at least 14 days before the full Board meeting (or seven days before Committee meetings);
- 6.1.3 an agenda that makes clear the purpose of each item;

- 6.1.4 a Chair who keeps to the agenda, paces the meeting so that time is given to each matter in proportion to its importance, draws on all members for contributions and keeps discussions to the point;
- 6.1.5 their contributions to be heard and others to contribute to the discussion;
- 6.1.6 the decision making process to be quite clear;
- 6.1.7 Directors to work together and not to be stubbornly partisan;
- 6.1.8 Directors to take collective responsibility for decisions;
- 6.1.9 minutes that summarise views succinctly, record decisions accurately and are made available, in draft form, soon after each meeting.

## **6.2 Directors are expected to:**

- 6.2.1 attend regularly and be punctual;
- 6.2.2 read the agenda, minutes and other papers before the meeting and note items they want to say something about;
- 6.2.3 bring their papers to the meeting;
- 6.2.4 make relevant and positive contributions;
- 6.2.5 listen to and consider what other people want to say;
- 6.2.6 accept their share of collective responsibility, even for those decisions that they do not personally agree with.

## **6.3 Before the Meeting - the Agenda**

- 6.3.1 It shall be the responsibility of the Chair with the Executive Headteacher and the Company Secretary to set the agenda (the Chair in this case referring to the Chair of the Board of Directors in respect of full board meetings, or the chair of the relevant Committee in respect of the Committee meetings)
- 6.3.2 If a Director wishes to place an item on the Agenda, he or she will discuss this with the Chair or Executive Headteacher and wherever possible will do so at least three weeks before full Board meetings, or two weeks before Committee meetings.
- 6.3.3 Any Other Business (AOB) items are to be avoided if possible as it is preferable that Directors are aware of what will be discussed in advance of the meeting. Where AOB is unavoidable, Directors wishing to raise AOB should discuss this with the Chair as soon as possible before the meeting.
- 6.3.4 The Company Secretary will distribute the Agenda in electronic form to all Directors expected to attend, and to all members of the Senior Leadership Team who are invited to attend.

- 6.3.5 Wherever possible, supporting papers will accompany the agenda, and when this is not possible, will follow as soon as possible after the agenda is sent. Documents will only be tabled at the meeting when it is not reasonably practicable to issue these in advance, or when the contents of the document are confidential.
- 6.3.6 The Chair of the Board of Directors and the chairs of the core committees will meet with the Executive Headteacher at least once a term to discuss the business of the Board and the core committees.

#### **6.4 During the Meeting**

- 6.4.1 **Attendance:** the following is agreed in relation to attendees.
- 6.4.1.1 All Directors (which includes the Executive Headteacher) and the Company Secretary have a right to attend all meetings, though individual Directors may be required to leave the room while matters in which they have an interest are discussed.
- 6.4.1.2 Staff Directors shall leave the room while matters relating to named colleagues' pay or performance are discussed (this shall not apply to the Executive Headteacher or the Company Secretary unless their own pay or performance is being discussed). However, Staff Directors will not be precluded from participating or voting in matters relating to staffing issues generally, including issues related to recruitment, staff discipline or grievance, unless they are in possession of information which could result in bias or a conflict of interest.
- 6.4.1.3 Staff Directors will not be considered to have a pecuniary interest in any Academy related matter unless their pecuniary interest is greater than that of other persons employed by the Academy.
- 6.4.1.4 The Directors agree that unless specified otherwise (e.g. where only confidential matters are to be discussed) all meetings of the Board of Directors and the Committees of the Board of Directors shall be open, and members of the public may attend these meetings.
- 6.4.1.5 Members of the public in attendance shall not normally have the right to address the meeting unless invited to do so by the Directors; if Directors do invite members of the public to address the meeting, Directors should be mindful that the views expressed may not be representative of parents or the community generally.
- 6.4.1.6 Receipt by a member of the Senior Leadership Team (SLT) of a copy of the agenda from the Company Secretary should be deemed to be an invitation to that person on behalf of the Board to attend the meeting to which the agenda relates.
- 6.4.1.7 Generally, all members of SLT will be invited to attend full Board meetings; teaching members of SLT will be invited to attend meetings related to teaching and learning issues; non-teaching members of SLT will be invited to attend meetings related to their areas of expertise.
- 6.4.1.8 In accordance with recommendations issued jointly by the National Governors' Association, the Association of School and College Leaders and the NAHT, the Directors consider that SLT should be fully involved in discussions of strategic issues. Members of

SLT invited to Directors' meetings should therefore feel free to contribute to discussions in meetings, but should be mindful that final decisions relating to strategic matters rest with the Directors.

6.4.2 **Confidentiality:** the following is agreed in relation to confidential matters.

6.4.2.1 The Directors consider that the business of the Academy should be conducted as openly and transparently as possible, but where a genuinely confidential matter arises, all attendees other than the Directors (including the Executive Headteacher) and the Company Secretary and shall be required to leave the room unless expressly invited to remain by the Directors.

6.4.2.2 Confidential matters shall be those which relate to a named employee (or prospective employee) or a named pupil (or prospective pupil) of the Academy, or any other matter which by reason of its nature the Directors are satisfied should remain confidential. Any employee named in minutes is entitled to receive a copy of the relevant minutes if they request them, such minutes to be censored as appropriate to exclude any confidential items not affecting the employee in question.

6.4.2.3 If there is any question as to whether a matter should be considered confidential, the Directors must vote to determine whether the matter should be so considered. Directors shall not designate a matter as confidential solely on the grounds that their discussions or decisions are likely to be unpopular with staff, parents or pupils, and a matter should not be considered confidential simply by reason of its being of a sensitive nature, though these issues may be factors in the Directors' decision to designate a matter as confidential.

6.4.3 **Voting:** the following is agreed in relation to voting at meetings.

6.4.3.1 A matter to be decided by vote shall not require a proposer and seconder if the Directors are unanimously in favour of a proposal

6.4.3.2 If it is not clear that the Directors are unanimously in favour of a proposal, a clearly worded proposal shall be made by a Director and seconded by another, and the precise wording of the proposal noted by the Company Secretary in the minutes.

6.4.3.3 Subject to the Articles of Association, a majority vote shall be required in order for a proposal to be passed, and this shall be a majority of the votes of those Directors in attendance who vote in favour or against the proposal. Abstentions will be considered non-votes, and will not be considered when calculating the majority.

6.4.3.4 It will be necessary only for the Company Secretary to record in the minutes whether or not a majority voted in favour of the proposal, but any Director may ask for his or her dissension or abstention to be noted in the minutes.

## 6.5 After the Meeting

6.5.1 The Company Secretary shall prepare minutes as soon as reasonably practicable after the meeting and send copies of the non-confidential parts of the minutes to the Chair (of the Board of Directors or the relevant Committee as appropriate) and the Executive

Headteacher, who will consider whether these minutes are an accurate reflection of the discussions and decisions of the meeting.

- 6.5.2 Once approved by the relevant Chair and the Executive Headteacher the Company Secretary will distribute electronic copies of these minutes to the Directors as soon as reasonably possible and the Directors and Company Secretary will carry out any actions detailed within those minutes in a timely manner.
- 6.5.3 Confidential minutes shall not be distributed by email, but will be tabled at the next meeting of the Board of Directors or the relevant Committee for approval. Such minutes will be available to the Executive Headteacher so he can act upon them if necessary and the Company Secretary shall ensure that other Directors are aware of any actions to be taken by them which are contained in confidential minutes.
- 6.5.4 The Company Secretary shall publish the minutes of the full Board of Directors on the Academy website as soon as reasonably practicable after the minutes are signed by the Chair of the Board of Directors

## **7. Urgent Matters**

- 7.1.1 In the event that a matter arises which requires an urgent decision by the Directors between scheduled meetings the following procedure (which is shown in flowchart form at Appendix 2) shall apply:
  - 7.1.1.1 The Company Secretary shall attempt to convene an urgent meeting of the Board of Directors or a Committee with delegated authority to deal with the matter in question, and provided the meeting is quorate (which in most cases shall be one third of the Board of Directors for a Directors' meeting, or three Directors for a Committee meeting) then those Directors who attend the meeting shall have the authority to act on behalf of the Board or the relevant Committee as appropriate.
  - 7.1.1.2 If the decision to be made is capable of being made by a particular Committee but a quorate meeting cannot be called in time to deal with the matter, the Chair of the Board of Directors, the Chair of the relevant Committee and the Executive Headteacher shall consider whether they wish to exercise their joint emergency powers under the Committee's Terms of Reference to deal with the matter and report on the matter at the next meeting of the Committee.
  - 7.1.1.3 If a quorate meeting cannot be convened sufficiently quickly to deal with the matter in question (and in the case of a committee decision the Chair of the Board of Directors, the Chair of the relevant Committee and the Executive Headteacher do not wish to exercise their joint emergency powers), the Company Secretary shall at the request of the Chair of the Board of Directors circulate by email a proposal to the Board of Directors (or to the members of a Committee with delegated authority in relation to the decision to be made), and shall request that the Directors vote in response to the proposal by a given date. The proposal shall be deemed to be passed as soon as a majority entitled to vote have voted in favour. If the deadline for receipt of votes is reached and not all Directors entitled to vote have voted, the proposal will be deemed to be passed if a majority of those votes that have been received are in favour. This method of making decisions should be considered a last resort, and it shall be the decision of the Chair of Directors as to whether this method should be used.

- 7.1.2 In cases of extreme urgency, the Chair of the Board of Directors shall consider whether it is appropriate to use his emergency powers to act on behalf of the Board as detailed in section 3.2 of this policy.
- 7.1.3 In all cases where emergency procedures are used, the Directors shall be fully informed of the reasons for the urgency, and the decisions made shall be noted at the next meeting of the Board of Directors or appropriate Committee.

## 8. Scheme of Delegation

- 8.1 The Directors have the power to make corporate decisions in relation to the Academy by virtue of the Academy's Articles of Association.
- 8.2 Committees and individual Directors have power to make decisions on behalf of the Board of Directors only if this authority has been delegated to them by the Board of Directors.
- 8.3 Powers are usually delegated by the Board of Directors to committees in their Terms of Reference and to individuals (in particular the Executive Headteacher and the Chair of Directors) in policies and agreed procedures and protocols. The scheme of financial delegation is detailed in the Finance and Accounting Policy and is reproduced at Appendix 3.
- 8.4 A general scheme of delegation (a Decision Planner) has been agreed by the Directors and is shown at Appendix 4.
- 8.5 In addition to the above, the Executive Headteacher has the express authority of the Board of Directors to deal with the day to day management of the schools in the Academy.

## 9. Directors and the Ofsted Framework

- 9.1 Directors are expected to be fully aware of the key principles of the Ofsted framework, the main elements of which are as follows:
- 9.1.1 **The Achievement of Pupils at the School:** Pupil achievement is one of the key issues Ofsted examine. In judging achievement, Ofsted look at pupils' levels of attainment when they join the school, the progress they make during their time at the school through to the standards they reach by the time they leave, compared with all pupils nationally.
- 9.1.2 **The Quality of Teaching:** In Ofsted's current inspection approach, inspectors spend even more time in classrooms observing lessons. They look at how well pupils are learning and how effectively teachers assess and give feedback to children on their work. Inspectors focus closely on how effectively literacy and numeracy skills are taught, talk to pupils about their work and, in primary schools, inspectors will also listen to pupils read. Ofsted listen to the views of parents, pupils and staff by inviting them to complete questionnaires. Inspectors provide feedback to teachers and other staff about the quality of the lessons observed and give points for improvement, where appropriate.
- 9.1.3 **The Behaviour and safety of Pupils:** Ofsted judge how well the school manages pupils' behaviour and attendance and promotes and ensures their safety from bullying and harassment. Particular attention is given to pupils' attitudes to learning, as well as to their conduct in lessons and around the school. Inspectors take into account the views of

pupils, staff, parents and carers, and governors to get a view of what behaviour is typically like at the school.

9.1.4 **The Quality of Leadership and Management of the School:** Good school leadership is essential if a school is to perform well. Inspectors judge the effectiveness of leaders and managers of the school, (including, where relevant, governors) in improving the quality of teaching and learning, raising standards and ensuring the health, safety and wellbeing of pupils at the school. They judge how well leaders and managers ensure that the curriculum meets the learning needs of the pupils and how effectively they lead and manage school improvement.

9.2 In order to assist the Senior Leadership Team in their work with Ofsted Inspectors, the Board of Directors shall nominate two Directors in respect of each school within the Academy and the nominated Directors shall familiarise themselves with results, statistics and all aspects in relation to the Ofsted framework in connection with that school and shall make every effort to make themselves available to assist in the event of an Ofsted inspection.

## APPENDICES

### Appendix 1

#### **Code of Practice of the Board of Directors of Chulmleigh Academy Trust**

The Board of Directors is the Academy's accountable body. It is responsible for the conduct of the Academy and for promoting high standards. The Board of Directors aims to ensure that children are attending a successful Academy which provides them with a good education and supports their well-being.

##### **The Board of Directors:**

- Sets the strategic direction of the Academy by:
  - Setting the values, aims and objectives for the Academy
  - Agreeing the policy framework for achieving those aims and objectives
  - Setting statutory targets
  - Agreeing the Academy improvement strategy which includes approving the budget and agreeing the staffing structure
- Challenges and supports the Academy by monitoring, reviewing and evaluating:
  - The implementation and effectiveness of the policy framework
  - Progress towards targets
  - The implementation and effectiveness of the Academy improvement strategy
  - The budget and the staffing structure
- Ensures accountability by:
  - Signing off the Self Evaluation Form or the equivalent
  - Responding to Ofsted reports when necessary
  - Holding the Executive Headteacher to account for the performance of the Academy
  - Ensuring parents and pupils are involved, consulted and informed as appropriate
  - Making available information to the community
- Appoints and performance manages the Executive Headteacher who will deliver the aims (through the day to day management of the Academy, implementation of the agreed policy framework and Academy improvement strategy, and delivery of the curriculum) and report appropriately to the Board of Directors.

For the Board of Directors to carry out their role effectively, Directors must be:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the accountable body by the lead professionals;
- Supported by the appropriate authorities in that task; and
- Willing and able to monitor and review their own performance.

##### **The role of a Director**

In law the Board of Directors is a corporate body, which means:

- No Director can act on her/his own without proper authority from the full Board of Directors;
- All Directors carry equal responsibility for decisions made, and
- Although appointed through different routes (i.e. parents, staff, Local Authority appointed, foundation), the overriding concern of all Directors has to be the welfare of the Academy as a whole.

### **General**

- We understand the purpose of the Board of Directors and the role of the Executive Headteacher as set out above.
- We are aware of and accept the Nolan seven principles of public life, which are detailed at the end of this Code.
- We accept that we have no legal authority to act individually, except when the Board of Directors has given us delegated authority to do so, and therefore we will only speak on behalf of the Board of Directors 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 government and will act appropriately.
- We accept collective responsibility for all decisions made by the Board of Directors or its delegated agents. This means that we will not speak against majority decisions outside the Board of Directors meeting.
- We will consider carefully how our decisions may affect the community and other schools.
- 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 Board of Directors.

### **Commitment**

- We acknowledge that accepting office as a Director involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board of Directors, and accept our fair share of responsibilities, including service on Committees or working groups.
- If acting as Directors, we will not go beyond our duties or act outside of the powers of authority conveyed on us, and acknowledge that were we to do so we could be held liable to the Academy and/or third parties.
- If acting as members of the Academy, we accept that we may be held responsible up to the limit in the Articles of Association, were the Academy to become insolvent.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to.
- We will get to know the Academy well and respond to opportunities to involve ourselves in Academy activities.
- Our visits to Academy will be arranged in advance with the staff and undertaken within the framework established by the Academy's Directors' Visits policy.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training
- We are committed to actively supporting and challenging the Executive Headteacher.

### **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 Directors.
- 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 Directors 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 Executive Headteacher, staff and parents, the local authority and other relevant agencies and the community.

#### **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 Academy.
- We will exercise the greatest prudence at all times when discussions regarding Academy business arise outside a Board of Directors meeting.
- We will not reveal the details of any Board of Directors vote.

#### **Conflicts of interest**

- We will record any pecuniary or other business interest that we have in connection with the Board of Directors' business in the Register of Business Interests.
- 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 the chair will investigate;
- Should it be the chair that we believe has breached this code, another Director, such as the vice chair will investigate;
- We understand that any allegation of a material breach of this code of practice by any Director shall be raised at a meeting of the Board of Directors, and, if agreed to be substantiated by a majority of Directors, shall be minuted and can lead to a request to resign from the Board of Directors.

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### **The Seven Principles of Public Life**

*(originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).*

#### **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**

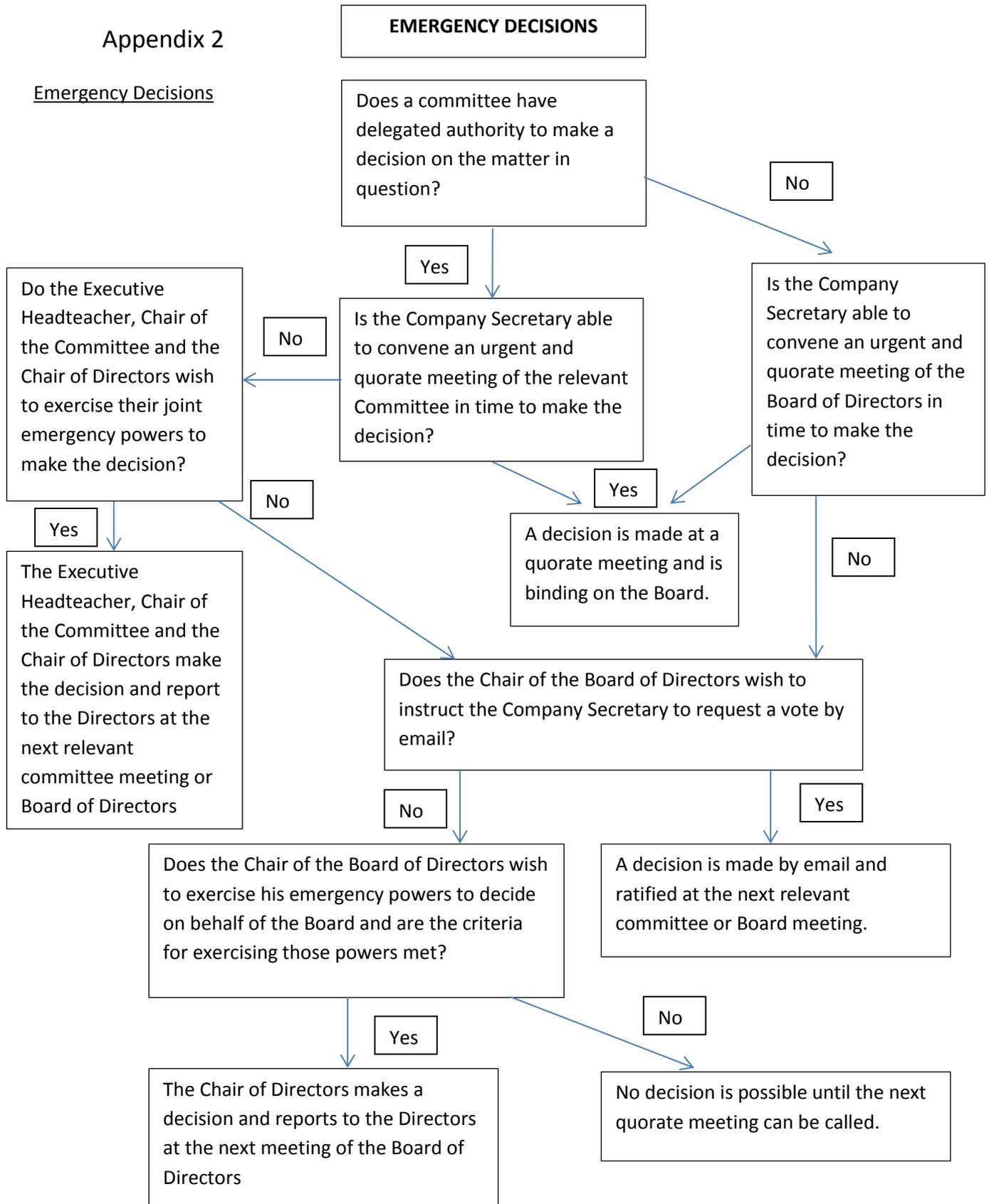
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership**

Holders of public office should promote and support these principles by leadership and example.

## Appendix 2

### Emergency Decisions



## Appendix 3

### Financial Scheme of Delegation

Table of Delegated Authority – Chulmleigh Academy Trust

#### Financial Management

Function	Board of Directors	Resources Committee	Resources Committee (Pers)	T&L Committee	Resources Committee (OPrem)	Nominated Dirs	Executive Headteacher	ABM/Administrators	Company Secretary	Budget holder s	Exec Deputy Heads
Comply with Financial Regulations	√	√	√	√	√	√	√	√	√	√	√
Comply with Minimum Standards	√	√	√	√	√	√	√	√	√	√	√
Ensure separation of duties							√	A			
Ensure internal controls operate correctly							√	A		A	A
<i>Ensure Director' Policies are complied with</i>	√	√	√	√	√	√	√	√	√	√	√
<b>3 Year Development plan: updated annually</b>											
Prepare budget plans including costings (new + next 2 yrs)							√	A			A
Sets spending priorities	√										
Approves costed items for new year budget	√										
<i>Review plan outcomes</i>	√	√	√	√	√	√	A	A			
<b>Annual Revenue Budget</b>											
Prepare							√	A			
Approve	√	R									
Monitor		√									
<b>Register of Interests</b>								A	√		
<b>Register of Eligibility to Serve</b>									√		
<b>School Census</b>							√	A			

Key to all tables

Frequency	Functions
O =Ongoing	O = Oversee
W = Weekly	S = Supervises
M = Monthly	R = Recommends
H = each half term	C= Co-ordinates
T = Termly	√ = does
Y= as soon as possible after Year-end	A =Assists as required
	* Acts within delegated powers and if required



**Table of Delegated Authority Chulmleigh Academy Trust**

**Financial Administration**

Function	Board of Directors	Resources Committee	Nominated Directors (Best Value Comtee)	Executive Headteacher	ABM/Administrator	ExecHead with Chair	Administrators	Exec Deputy Heads	Caretaker CCC	Kitchen CCC	Budget Holders	Network Manager CCC
<b>Spending decisions</b>												
Authorise appointment of staff	√	R		√								
Authorise spending: routine recurrent items*		√		√	√							
Authorise spending on approved costed items provided in current years budget.*	√		√	√	√						√ £%	
Authorise spending on other items (non routine /not identified in plan)*	√	£50,000		£5,000		£10,000						
Open tenders			√	√	√	√		√				
Evaluate tenders			√	A		√		√				
Accept tenders			√	√	A	√		A				
Receive goods				√	√		√		√	√	√	√
Verify invoices					√		A					
Certify spending at "2"				√	√							
Petty cash authorise payments				√ £200	√ £200			£200				
CAT Charge Card payments					√ £200							
CAT Charge Card payment over £200 Head to countersign				counte rsign	√							
Ensure correct attribution of costs				√S	√							
<b>Income</b>												
Approve write offs	√	R		£500								
<b>Virement</b>												
Authorise virement	√	4%		1%		2%						

<b><i>Asset protection</i></b>												
Security of Property			√S	√		A	√	√	A		√	
Security of Cash			√S	√		A			A√			
Data protection registration			√									
Compliance with data protection rules			√O	√								
Maintain back-up of data			√O								√	
Maintain security of data			√O	√			√				√	
Maintenance of Inventories			√	√		A				√		
Checking and certification			√									

\*Subject to compliance with Directors' Best Value requirements

The Directors require that all purchasing decisions are made after adequate market testing or research. Quotations and tenders as appropriate are required as shown below. A note of verbal quotes for lower value items should be made and retained.

Estimated value of goods or services	Number of quotes required
£500 - £1,000	2 Verbal Quotes
£1000 - £2,500	2 Written Quotes
£2,500 - £10,000	3 Written Quotes
£10,000 - £50,000	3 formal quotations to be submitted in writing by a specified date and time and based on a written specification and evaluation criteria.
£50,000 to EU Threshold	4 Tenders
Over EU Threshold	5 Tenders

**Table of Delegated Authority Chulmleigh Academy Trust School funds**

Function	Board of Directors	Resources Committee	Nominated Govs	Exec Headteacher	ABM/Administrators	Company Secretary
<b>School fund/non public funds</b>						
Appoint auditor	√	R				
Set objectives	√			√		
Custody and control of fund					√	
Receive management reports	√	√				
Presents accounts for audit (within 2 month of period end)					√	
Receive audit reports and certificate (within 3 months of period end)	√	√				
Authorise spending: routine recurrent items				√	√	
Authorise spending on other items	√	√ £2000 CCC £400 Primary		√ £2000 CCC £400 Primary		
Authorise bank accounts & signatories	√					
Security of Cash				O	√	

**Table of Delegated Authority Chulmleigh Academy Trust Budget Monitoring**

		BoD		Resources Committee		Exec Headteacher		ABM/ Administrators		Budget Holders
		Frequency		Frequency		Frequency		Frequency		Frequency
Maintenance of records					S	M	√	W		
Download of Data from Bank					S	M	√	W		
Reconciliation of Data					S	M	√	W		
Updates forecasts & resource forecast model					S	H	√	H		
Monitoring of budget lines/cost centres					S	M	√	M	√	M
Maintain forecast of year-end position.					S	O	√	O	√	O
Initiates management action*					√					
Prepares formal budget monitoring statement					S	H	√	M		
Prepares commentary					S	H	√	M		A
Presents updated resource forecast model					S	H	√	H		
Receives report	√	T	√	H						
Initiates management action* /makes recommendations to Directors			√	H						
Approve report	√	T								
Amend Development Plan (if req)	√									
Outturn report	√	Y			√	Y	A	Y		

## Appendix 4

### BOARD OF DIRECTORS' DECISION PLANNER

**THIS PLANNER SHOWS THE LEVEL OF DELEGATION APPROVED BY THE BOARD OF DIRECTORS**

#### **KEY**

Level 1: Full Board of Directors

Level 2: A committee of the Board of Directors

Level 3: An individual Director

Level 4: Executive Headteacher.

BoD      Full Board Of Directors

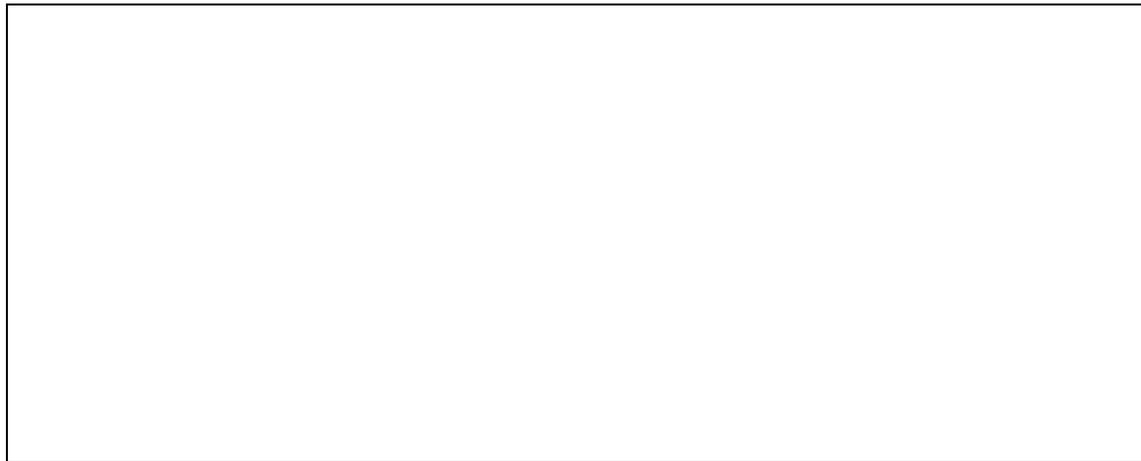
RES      Resources Committee

T&L      Teaching and Learning Committee

HT      Executive Headteacher

1<sup>st</sup>      First Committee

**\*Directors must remember that although decisions may be delegated, the Board of Directors as a whole remains responsible for any decision made under delegation\***



Key Function	No	Tasks	Decision Level			
			1	2	3	4
<b>Budgets</b>	1	To approve the first formal budget plan each financial year	BoD			
	2	To monitor monthly expenditure.		RES		
	3	To establish a charging and remissions policy	BoD			
	4	Miscellaneous financial decisions		RES		
	5	To enter into contracts (BoD to set financial limits)				HT
	6	To make payments				HT
<b>Staffing</b>	7	Headteacher appointments (selection panel)	BoD			
	8	Deputy appointments (selection panel)	BoD			
	9	Appoint other teachers (HT with Director input)				HT +Dir
	10	Appoint non teaching staff				HT

	11	Agree a pay policy	BoD			
	12	Pay discretions		RES		
	13	Establishing disciplinary/capability procedures		RES		
	14	Dismissal of headteacher		1st		
	15	Dismissal of other staff		1st		
	16	Suspending head	BoD			
	17	Suspending staff (except head)				HT
	18	Ending suspension (head)	BoD			
	19	Ending suspension (except head)		RES		
	20	Determining staff complement		RES		
	21	In voluntary and foundation schools to agree whether or not the Chief Education Officer/diocesan authority should have advisory rights	BoD			
	22	Determining dismissal payments/early retirement		RES		
<b>Curriculum</b>	23	Ensure National Curriculum (NC) taught to all pupils and to consider any disapplication for pupil(s)				HT
	24	To establish a curriculum policy				HT
	25	To implement curriculum policy				HT

	26	To agree or reject and monitor curriculum policy		T&L		
	27	Responsible for standards of teaching				HT
	28	To decide which subject options should be taught having regard to resources, and implement provision for flexibility in the curriculum (including activities outside school day)				HT
	29	Responsibility for individual child's education				HT
	30	Provision of sex education – to establish and keep up to date a written policy		T&L		
	31	To prohibit political indoctrination and ensuring the balanced treatment of political issues		T&L		
	32	To establish a charging and remissions policy for activities	BoD			
<b>Performance Management</b>	33	To formulate a performance management policy				<b>HT</b>
	34	To establish a performance management policy		RES		
	35	To implement the performance management policy				HT
	36	To review annually the performance management policy		RES		
<b>Target Setting</b>	37	To advise on targets for pupil achievement if				HT

		desired				
	38	To set and publish targets for pupil achievement		T&L		
<b>Discipline/Exclusions</b>	39	To establish a discipline policy		RES		
	40	To review the use of exclusion and to decide whether or not to confirm all permanent exclusions and fixed term exclusions where the pupil is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination.		1st		
	41	To direct reinstatement of excluded pupils		1st		
<b>Admissions</b>	42	To consult annually before setting an admissions policy		T&L		
	43	Admissions: application decisions		T&L		
	44	To appeal against LA directions to admit pupil(s)		T&L		
<b>Religious Education</b>	45	Responsibility for ensuring provision of RE in line with school's basic curriculum (all schools)		T&L		
<b>Collective Worship</b>	46	To make application to the advisory councils, SACRE, concerning the requirements for collective worship (schools without a religious character) to disapply (after consulting BOD)				HT
	47	Arrangements for collective worship (schools without religious				HT

		character (after consulting BOD)				
	48	Arrangements for collective worship in Foundation schools of religious character, VC or VA schools (after consulting head)	BoD			
<b>Premises &amp; Insurance</b>	49	Buildings insurance and personal liability– BOD to seek advice where appropriate		RES		
	50	Developing school buildings strategy or master plan		RES		
	51	Procuring and maintaining buildings, including developing properly funded maintenance plan		RES		
<b>Health &amp; Safety</b>	52	To institute a health and safety policy		RES		
	53	To ensure that health and safety regulations are followed				HT
<b>School Organisation</b>	54	To publish proposals to change category of school	BoD			
	55	Proposal to alter or discontinue voluntary foundation or foundation special school	BoD			
	56	To set the times of school sessions and the dates of school terms and holidays	BoD			
	57	To ensure that the school meets for 380 half day sessions in a school year				HT
	58	To ensure that school lunch nutritional standards are met where provided by the Board of				HT

		Directors.				
<b>Information For Parents</b>	59	To prepare and publish the school prospectus		T&L		
	60	To ensure provision of free school meals to those pupils meeting the criteria				HT
	61	Adoption and review of home-school agreements		T&L		
<b>BoD Procedures</b>	62	To draw up instrument of government and any amendments thereafter	BoD			
	63	To appoint (and remove) the chair and vice-chair of a permanent or a temporary governing body	BoD			
	64	To hold a full Board meeting at least three times in a school year or a meeting of a temporary governing body as often may require	BoD			
	65	To appoint and remove community or sponsor Directors.	BoD			
	66	To set up a Register of Directors' Business Interests	BoD			
	67	To approve and set up a Directors' Expenses Scheme	BoD			
	68	To discharge duties in respect of pupils with special needs by appointing a "responsible person" in community, voluntary and Foundation Schools	BoD			
	69	To consider whether or not to exercise delegation of functions to individuals	BoD			

		or committees				
	70	To regulate the BoD procedures	BoD			
	71	To consider forming a federation or joining an existing federation	BoD			
<b>Federations</b>	72	To consider requests from other schools to join the federation	BoD			
	73	To leave a federation	BoD			
	74	To decide to offer additional activities and to what form these should take	BoD			
<b>Extended Schools</b>	75	To put into place the additional services provided				HT
	76	To ensure delivery of services provided				HT