



The Constellation Trust Scheme of Delegation for Local Governing Bodies

The scheme of delegation has been written for the Academies within the Trust who have been judged by Ofsted to be good or outstanding and recent academic data and intelligence suggest that the Academy meets with this expectation.

Adopted by resolution of The Constellation Trust Board on 27 March 2017.

1. Introduction

- 1.1 The Constellation Trust (the “**Trust**”) is governed by a Board of Trustees (the “**Trustees**”) who are accountable to the Department for Education (DfE) and have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.
- 1.2 The following academies are currently operated by the Trust:

Sirius Academy West;

Sirius Academy North;

Bricknell Primary School; and

Appleton Primary School

(each one the “**Academy**” or collectively the “**Academies**”).
- 1.3 In order to assist with the discharge of their responsibilities, the Trustees have established a Local Governing Body (“**LGB**”) for each of the Academies. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “**Articles**”).
- 1.4 The Trustees may review these terms of reference at any time if there is a reason for concern relating to the wellbeing of the pupils. Concerns may for example include a significant decline in pupils’ progress or outcomes, financial irregularities or forecast budget deficits, safeguarding issues or the outcome of an inspection by Ofsted. This list is not exhaustive but indicates the nature of concerns which would merit a review of the terms of reference.
- 1.5 Once established, the terms of reference shall be routinely reviewed triennially.
- 1.6 Once established, the terms of reference may only be amended by the Board of Trustees under special circumstances and with due consideration of the LGBs recommendations and review.

2. Constitution of the LGBs

- 2.1 Members of the LGB shall be known as “Governors”.
- 2.2 The Trustees have the right to appoint such persons to the LGB as they shall determine from time to time. For schools/academies which ‘require improvement or are subject to the Ofsted category of special measures’ the Trustees may require to appoint or replace members of the LGB.
- 2.3 Subject to clause 2.2, the composition of the Academies LGBs shall be, as a minimum, as follows:
 - 2.3.1 the Chair;
 - 2.3.2 the Head of School;
 - 2.3.3 no less than 1 staff governor(s);
 - 2.3.4 no less than 2 elected parent governors; and
 - 2.3.5 no less than 4 co-opted governors.
- 2.4 The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

3. Proceedings of the LGB

The proceedings for meetings of the LGB shall be as set out in Annex 2.

4. Relationship between the Board and LGB

- 4.1 All LGBs in the Trust shall, in carrying out its role:
 - 4.1.1 promote high standards and expectations from all stakeholders and aim to ensure that all pupils attend a successful, high-achieving academy which provides them with a good education which supports their health and well-being;
 - 4.1.2 be responsible to the Trustees for its actions;
 - 4.1.3 establish a highly competent, accountable, independent body that promotes best practice in governance; and
 - 4.1.4 aim to ensure that its governors promote and uphold high-standards of conduct, probity and ethics.
- 4.2 The Trustees shall support the work of the LGB by:
 - 4.2.1 setting a clear strategic vision for the Trust to allow the LGB to set and achieve its own aims and objectives within such vision;
 - 4.2.2 ensuring that systems and controls are put in place to allow the governors to be presented with robust, timely and appropriate data to allow the LGB to monitor and analyse academy performance in order to support and challenge the Head of School and other members of the Senior Leadership Team of the Academy; and

- 4.2.3 ensuring that the governors have access to high quality training, support and advice.
 - 4.2.4 subject to the provisions of 4.3-4.6, upholding the principle of 'earned autonomy' as defined in 'The Constellation Trust Statement of Principles' document.
- 4.3 Without prejudice to the Trustees' other rights to remove any governor and the Trustees rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of an LGB they may amongst other actions:
 - 4.3.1 require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the Trustees, in consultation with the LGB;
 - 4.3.2 suspend or remove any or all of the matters delegated to the LGB;
 - 4.3.3 suspend or remove any or all of the governors of the relevant LGB as per 4.6.
- 4.4 The Trustees may require a governance action where:
 - 4.4.1 the Academy has (or is projected to have) a cumulative unauthorised deficit budget (both revenue and capital) of 5% of more of total income;
 - 4.4.2 the Academy has failed to meet the expected educational outcomes and the progress of pupils is below expectation;
 - 4.4.3 the Academy has been, or the Trustees have reasonable grounds to believe are likely to be, assessed by Ofsted as less than 'Good'.
- 4.5 The Trustees may vary the matters delegated where:
 - 4.5.1 the LGB act outside its delegated powers and limitations;
 - 4.5.2 the LGB are in breach of these terms of reference;
 - 4.5.3 The LGB has not provided a governance action plan, or has failed to make adequate progress against an agreed action plan.
- 4.6 The Trustees may remove any or all governors where:
 - 4.6.1 the Academy is in breach of its funding arrangements;
 - 4.6.2 the LGB is in material breach of these terms of reference or has persistently breached these terms of reference.
- 4.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the LGB.

5 Delegated Powers

General Principles

- 5.1 In the exercise of its delegated powers and functions, the governors of the LGB shall:
 - 5.1.1 allow outstanding and good schools/academies to have the autonomy to manage their own staff to meet the needs of the pupils;
 - 5.1.2 ensure that the Academy is conducted at all times in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academy, the principles of the Trust as laid out in the Members' Agreement, and these terms of reference;
 - 5.1.3 promptly implement and comply with any reasonable policies or procedures communicated in writing to the LGB by the Trustees from time to time;
 - 5.1.4 review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees;
 - 5.1.5 work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the Academy;
 - 5.1.6 be open about decisions and be prepared to justify those decisions;
 - 5.1.7 keep all confidential information of a confidential nature obtained by them relating to the Academy and the Trust; and
 - 5.1.8 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them.
- 5.2 Each governor shall be required to take part in an annual self-review and is accountable for meeting his own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.
- 5.3 The LGB shall be expected to report to the Trust against KPIs which have been set for the Academy in the annual Development Plan and provide such data (Key Performance Indicators, KPIs) and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require within a given calendared time frame.
- 5.4 The Constellation Trust Scheme of Delegation for the Trust sets out the powers retained by the Trust, and the powers delegated to the Academies' LGBs.

- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the Trust's Senior Team, any LGB, Executive Head/CEO or Head of School, it will be deemed to have been retained by the Trust regardless of whether it is specified in the Constellation Trust Scheme of Delegation.
- 5.6 The Constellation Trust Scheme of Delegation may be reviewed by the Trustees at any time but shall be reviewed at least triennially. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.

Annex 1 – Appointment and Removal of Governors

1. Staff Governors

- 1.1 Each of the academies LGBs shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to that individual academy and, where there are any contested posts, shall hold an election by a secret ballot.
- 1.2 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 Trustees. The Trustees may delegate the running of the election to the LGB.

2. Parent Governors

- 2.1 Parent governors of each LGB shall be elected by parents of registered pupils at the relevant academy. He/she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he/she is elected.
- 2.2 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees may delegate the running of the election to the LGB.
- 2.3 Where a vacancy for a parent governor is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.4 Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall 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.
- 2.5 Where the number of parents standing for election is less than the number of vacancies, the Trustees may 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 registered pupil of another Academy run by the Trust.

3. Co-opted Governors

- 3.1 Co-opted governors of the LGB shall be appointed by the Trustees. The Chair of the LGB may recommend suitably skilled volunteers as a potential governor. He or she must be a person who, in the opinion of the Trustees, has the necessary skills set and is committed to the government and success of the Academy.
- 3.2 Employees of the Trust may not comprise more than 25% of the membership of the LGB.

4 Term of Office

- 4.1 The term of office for any governor shall be 4 years, except for the Head of School (as applicable) who shall remain a governor until he or she ceases to work at the Academy.
- 4.2 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the LGB.

5 Resignation and Removal

- 5.1 A person serving on the LGB shall cease to hold office if:
- a) He/she resigns his office by giving notice in writing to the Clerk of the LGB;
 - b) the Head of School or a staff governor ceases to work at the Academy;
 - c) the Trustees terminate the appointment of a governor whose presence or conduct is deemed by the Trustees, at their sole discretion, acting reasonably, not to be in the best interests of the Trust or the Academy.
- 5.2 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academy.

6 Disqualification of Governors of the LGB

- 6.1 A person shall be disqualified from serving on the LGB if he would not be able to serve as a Trustee in accordance with Articles 68-80 of the Articles of Association.

7 Appointment and Removal of Chair and Vice Chair

- 7.1 The Chair and Vice Chair of the LGB shall be appointed by the Trustees on the recommendation of the LGB, and may be removed from office by the Trustees, acting reasonably, at any time.
- 7.2 The term of office of the Chair and Vice Chair shall be one year. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the LGB.

- 7.3 The Chair and Vice Chair may at any time resign their office by giving notice in writing to the Trustees and the Clerk to the LGB. The Chair or Vice Chair shall cease to hold office if:
- a) He/she ceases to serve on the LGB;
 - b) He/she is employed by the Trust whether or not at the Academy; or
 - c) in the case of the Vice Chair, he/she is appointed to fill a vacancy in the office of the Chair.
- 7.4 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the Chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the LGB shall elect one of their numbers to act as Chair for the purposes of that meeting.

8.0 Committees

- 8.1 The LGB will operate as a single decision making body and not have sub committees.

Annex 2 – Proceedings of the LGB

1. Meetings

- 1.1 The LGB shall meet at least once in every half term and shall hold such other meetings as may be necessary.
- 1.2 Meetings of the LGB shall be convened by the Clerk to the LGB, who shall send the governors written notice of the meeting and a copy of the agenda at least 7 clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his/her absence, the Vice Chair, may waive the need for 7 days' notice of the meeting and substitute such notice as he/she thinks fit.
- 1.3 Any governor may be able to participate in meetings of the governors by telephone or video conference provided that he/she has given reasonable notice to the Clerk of the LGB and that the governors have access to the appropriate equipment, subject to the agreement of the LGB.
- 1.4 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 or any defect in the election, appointment or nomination of any person serving on the LGB.

2. Quorum

The quorum for a meeting of the LGB, and any vote on any matter at such a meeting, shall be any three of the governors of the LGB, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the LGB at the date of the meeting, which must include at least one governor nominated by the Trust.

3. Voting

- 3.1 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 3.2 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.3 A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

4. Conflicts of Interest

- 4.1 Any governor who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below)) which conflicts or may conflict with his/her duties as a governor of the LGB shall disclose that fact to the LGB as soon as he/she becomes aware of it. A person must absent him/herself from any discussions and votes of the LGB in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 4.2 A governor of the LGB has a Personal Financial Interest if he/she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.
- 4.3 Each LGB will retain a register of interests which will be reviewed at each scheduled meeting of the LGB.

5. Minutes of Meetings

- 5.1 At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 5.2 The Clerk to the LGB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Clerk of the Trust Board.
- 5.3 The LGB will comply with all regulations and Trust policies on the publication of information, and make relevant documents available on the Academy website.